

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

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# **CHARTER**

*(Enacted according to the Resolution of the Annual General Meeting of Shareholders  
2026 of Petroleum Mechanical Stock Company)*

Ho Chi Minh City, 03/04/2026



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## INTRODUCTION

The Charter of Petroleum Mechanical Stock Company was approved at the Annual General Meeting of Shareholders on 03/04/2026.

### 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 is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;*
  - c) *The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;*
  - d) *The Law on Securities means the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*
  - e) *Vietnam is the Socialist Republic of Vietnam;*
  - f) *Establishment date means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;*
  - g) *Executives include the Director, Deputy Director, and chief accountant designated by the Board of Directors.*
  - h) *Managers include the President of the Board of Directors, members of the Board of Directors, and the Director designated by the GMS or the Board of Directors.*
  - i) *Related persons are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;*
  - j) *Shareholder means an individual or organization that owns at least one share of the Company;*
  - k) *Founding shareholder means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholders;*
  - l) *Major shareholder is defined in Clause 18 Article 4 of the Law on Securities;*
  - m) *Operating period is the period specified in Article 2 of this Charter;*
  - n) *Stock Exchanges include the Vietnam Exchange (VNX) and its subsidiary companies;*
2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.
3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

## **II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2: Name, type of business, headquarters, branches, representative offices, business locations, and operating period of the Company**

1. Name of the Company

- Vietnamese name: Công ty Cổ phần Cơ khí Xăng dầu
- English name: PETROLEUM MECHANICAL STOCK COMPANY
- Abbreviated name: PMSC

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

3. Headquarters:

- **Head Office Address:** 446 No Trang Long, Binh Loi Trung Ward, Ho Chi Minh City
- Tel: (84.8) 35 533 325
- Fax: (84.8) 35 533 029
- E-mail: sales.pms@petrolimex.com.vn
- Website: <http://pms.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 terminated earlier in accordance with Clause 2, Article 55, or its operation is extended in accordance with Article 56 of this Charter, the Company's term of operation shall be indefinite from the date of establishment.

### **Article 3: Legal representatives of the Company**

The company has one legal representative, the Director.

The Company's legal representative is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, and represents the Company as plaintiff, defendant, or party with related rights and obligations before arbitration panels and courts. The legal representative's responsibilities are governed by Article 13 of the Law on Enterprises and other rights and obligations as stipulated by current law.

The company's legal representative must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam.

If the authorization expires and the legal representative of the company has not returned to Vietnam and no other authorization is given, the authorized person shall continue to exercise the rights and obligations of the legal representative of the company within the scope of the

authorization until the legal representative returns to work, or until the Board of Directors decides to appoint another person to replace them.

If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors will appoint another person to replace them.

### III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

#### Article 4: Targets of the Company

1. The Company's business lines:

Business line code	Description
4679	Other specialized wholesale trade not classified elsewhere Details: Wholesale trade of fire fighting equipment and supplies; rescue and life-saving equipment; petroleum supplies and equipment.
9531	Repair and maintenance of automobiles and other motor vehicles.
4933	Road freight transport Details: Business of transporting petroleum products by road. Business of transporting goods by truck.
4662	Wholesale of spare parts and accessories for automobiles and other motor vehicles.
<b>2512 (Main)</b>	<b>Manufacture of metal tanks, containers and storage vessels</b> <b>Details: Manufacturing and trading of packaging machinery. Construction and repair of tanks and containers</b>
3011	Shipbuilding and Floating Structures Details: New construction and repair of ships, barges, and other mechanical products.
3700	Drainage and Wastewater Treatment Details: Construction and installation of wastewater treatment system
4661	Wholesale trade of automobiles and other motor vehicles.
4671	Wholesale of solid, liquid, and gaseous fuels and related products Details: Wholesale of petroleum and related products
6810	Real estate business, land use rights belonging to the owner, user or lessee Details: Real estate business. Investment in construction, leasing of industrial park infrastructure, commercial centers.

Business line code	Description
7110	Architectural and related engineering consulting activities Details: Design of civil and industrial construction projects; Design review of civil and industrial construction projects; Mechanical and electrical design of construction projects; Design review of mechanical and electrical design of construction projects; Design of water supply and drainage systems for construction projects; Design review of water supply and drainage system designs for construction projects; Architectural design of construction projects; Design review of architectural design of construction projects; Structural design of civil and industrial construction projects; Structural design review of civil and industrial construction projects; Construction supervision of civil and industrial construction projects.
4690	Wholesale trade Details: Import and export of raw materials, equipment, and supplies for production and business.
4101	Building a house to live in.
4102	Building houses not to live in.
4329	Installation of other building systems Details: Construction and installation of pressure pipeline systems and fire fighting systems.
4211	Railway construction
3290	Other manufacturing not classified elsewhere Details: Manufacturing of rescue and life-saving equipment (not operating at the headquarters)
4212	Road construction
4299	Construction of other civil engineering works
2910	Manufacture of automobiles and other motor vehicles Details: Manufacture of motor vehicles: tank vehicles (excluding the design of transport vehicles and only the construction, repair and installation of tanks, containers, and containers onto vehicles with existing engines).
4610	Agents, brokers, and auctioneers of goods Details: Retail gasoline and oil dealers

**Main products:**

- 200-liter drums, 18-liter, 20-liter, 25-liter drums and other packaging materials.
- Buying/selling petroleum products.

- Various types of tanks and containers for petroleum products and other goods.
- Tank trucks for transporting various types of liquids, trucks for transporting hot liquid asphalt.
- Construction of retail gasoline stations, gas stations and various types of storage tanks.
- Investment in construction and leasing of industrial park and commercial center infrastructure.
- Buying and selling specialized transport vehicles.

In addition to the above-mentioned business areas and activities, the Company may expand its business activities during its operation to meet development requirements in each period in accordance with the law and this Charter.

2. The Company's operational objective is to continuously develop business activities in the fields mentioned in Point 1 of this Article and other business sectors in accordance with the Law on Enterprises, with the aim of: Maximizing profits for the Company, creating stable jobs for employees, and fulfilling tax obligations and other financial obligations as prescribed by law.

#### **Article 5: Scope of business and operation of the Company**

The company is permitted to conduct business in the registered business lines specified in this Charter, notify changes to the registration details to the business registration authority, and publish them on the National Business Registration Portal in accordance with the law. The company will implement appropriate measures to achieve its objectives. The company is considered a member of the Vietnam National Petroleum Group.

The company is permitted to use the "P" logo of the Vietnam National Petroleum Group, registered with the Vietnam Intellectual Property Office, in its company logo.

The company enjoys the rights and benefits of the Vietnam National Petroleum Group for its member companies, corresponding to its level of contribution to the Group.

The company may conduct business in other areas permitted by law and approved by the Board of Directors.

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

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

1. The Company's charter capital is VND 72,276,620,000 (Seventy-two billion two hundred seventy-six million six hundred twenty thousand VND).

The total charter capital of the Company is divided into 7,227,662 shares with a par value of VND 10,000/share.

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

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

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

5. The Company officially operates as a joint-stock company according to Business Registration Certificate No. 0301838116 issued by the Department of Planning and Investment of Ho Chi Minh City on 21/10/1999. Based on the provisions of the Law on Enterprises, as of now, the common shares of the founding shareholders have exceeded the transfer restriction period.

6. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The Board of Directors of the Company may decide to distribute any unsubscribed shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or securities law provides otherwise.

7. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law.

8. The Company may issue other types of securities as prescribed by law.

#### **Article 7: Stock Certificate**

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 security that certifies 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 60 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
- b) A commitment to assume responsibility for any disputes arising from the reissue of the new 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 the seal of the Company.

## **Article 9: Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

## **Article 10: Reclamation of shares (in the case of business registration)**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.
2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must specify that in case of non-payment as required, any outstanding shares will be forfeited.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Directors has the full right to enforce payment of the full value of the shares at the time of repurchase.
6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

## **V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE**

### **Article 11: Organizational, Managerial and Supervisory Structure**

The organizational, managerial and supervisory structure of the Company comprises:

1. General Meeting of Shareholders;
2. Board of Directors, Supervisory Board; and
3. Director

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

### **Article 12: Rights of shareholders**

1. Ordinary shareholders have the following rights:

- a) To attend and express their opinions in the General Meeting of Shareholders and exercise their direct voting rights or through authorized representatives or another method prescribed by the Company's Charter and law. Each ordinary share has one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have pre-emptive rights to purchase newly issued shares in proportion to each shareholder's holding of ordinary shares;
- d) To freely transfer shares to others, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws.
- e) To access, examine and extract information about the names and contact addresses in the list of voting shareholders; request the modification of the shareholder's incorrect information.
- f) To access, examine and extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
- g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
- h) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To receive equal treatment, with each share of the same type conferring equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations associated with these shares must be approved by the GMS and fully disclosed to shareholders.
- j) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k) To have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights prescribed by law.

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

- a) To request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) To access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets, Company's business

secrets. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;

- c) Request the Supervisory Board to inspect specific issues relevant to the management and operation of the Company when necessary. Such request must be made in writing, including full name, contact address, nationality, legal documents of the individual if the shareholder is an individual; name, enterprise/organizational identification number or legal documents of the organization, head office address if the shareholder is an organization; 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;
- d) 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 three (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;
- e) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the General Meeting of Shareholders about the group meeting before the opening of the meeting;
- f) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, they shall nominate the remaining candidates. This shall be implemented in accordance with the provisions of Articles 25 and 37 of this Charter.
- g) Other rights prescribed by law.

### **Article 13: Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To fully and punctually pay for the subscribed shares.
2. 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.
3. Comply with this Charter and the Company's Internal Management Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To protect the confidentiality 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.

6. To participate in the General Meeting of Shareholders and exercise the right to vote/elect in the following manners:

- a) Participating and voting/electing in person at the meeting;
- b) Authorizing other organizations and individuals to participate and vote/elect at the meeting;
- c) Participating and voting/electing through online meetings, electronic voting or other electronic forms;
- d) Sending votes to the meetings via mail, fax or email;

7. To bear personal responsibility when committing any of the following acts in any form in the name of the Company:

- 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.

8. Fulfill other obligations prescribed by applicable regulations of law.

#### **Article 14: General Meeting of Shareholders (GMS)**

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making competent authority of the Company. The Annual General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year. The Board of Directors may delay the date of conducting the Annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chair participates in the meeting and must be within Vietnam's territory.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters in accordance with the law and this Charter, particularly approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors considers that it is necessary to do so for the Company's interests.

b) The remaining number of members of the Board of Directors or the Supervisory Board is smaller than the minimum number prescribed by law;

c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons and purpose for convening such a meeting, and bear signatures of relevant shareholders or the written request may be made into multiple copies with signatures of relevant shareholders;

d) It is requested by the Supervisory Board;

e) Other cases prescribed by law and this Charter.

#### 4. Convening an extraordinary General Meeting of Shareholders.

The Board of Directors must convene a General Meeting of Shareholders within *60 days* from the date the number of remaining members of the Board of Directors and members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article.

a) The Board of Directors must notify the next General Meeting of Shareholders if an independent member of the Board of Directors no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the shareholder or group of shareholders as stipulated in point c, clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

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

d) The procedures for organizing a General Meeting of Shareholders are stipulated in clause 5, Article 140 of the Law on Enterprises.

### **Article 15: Rights and Obligations of the General Meeting of Shareholders**

1. The GMS has the 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) Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
- d) Decide investment in or sale of assets that are worth at least 35% of the total assets written in the Company's latest financial statement;
- e) Decide revisions to this 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 Supervisory Board if they cause damage to the Company and its shareholders;
- i) Decide re-organization, dissolution of the Company;
- j) Decide the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
- k) Approve the Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors and the Supervisory Board;
- l) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors when necessary;
- m) Other rights and obligations as prescribed by law.

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

- n) The company's annual business plan;
- o) Audited annual financial statements;
- p) Reports from the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- q) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the Director;
- r) Self-assessment report on the performance of the Supervisory Board and its members;
- s) Dividend rate per share for each class;
- t) Number of members of the Board of Directors and the Supervisory Board;
- u) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- v) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

- w) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
- x) To supplement and amend this Charter;
- y) The type of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
- z) Dividing, separating, merging, consolidating or transforming the Company;
- aa) Reorganize and dissolve (liquidate) the Company and appoint a liquidator.;
- bb) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- cc) Decision to repurchase more than 10% of the total number of shares sold of each class;
- dd) The Company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statement;
- ce) Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020, detailing the implementation of a number of articles of the Law on Securities;
- ff) Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
- gg) Other matters as prescribed by law and these Regulations.

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

**Article 16: Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises, as specifically prescribed below:

- a) For individual shareholders, only one other individual or organization may be authorized to attend the meeting on their behalf;
- b) For institutional shareholders holding less than 10% of the total voting shares, a maximum of 3 individuals or other organizations may be authorized to attend the meeting; for those holding between 10% and less than 50% of the total voting shares, a maximum of 3 individuals or other organizations may be authorized to attend; and for those holding 50% or more of the total voting shares, a maximum of 5 individuals or other organizations may be authorized to attend.

2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The

authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The voting ballot/election ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

- a) The authorizing person has died, is incapacitated, or has lost their legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person exercising the authorization.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17: Change 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 total number of voting ballots of all the Shareholders attending and participating in voting at the General Meeting of Shareholders. The GMS'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 collection of written opinion.

2. A meeting of shareholders holding a type of preference shares for approving change of right as provided in Clause 1 above shall only be carried out when it is participated in by at least 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, 20 and 21 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 meetings, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

- a) Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall disclose the compilation of this list at least twenty (20) days before the book closing date;
- b) Prepare the meeting agenda and contents;
- c) Prepare meeting documents;
- d) Draft the resolution of the GMS 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 GMS;
- g) Perform other tasks serving the general meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, 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 Supervisory Board (in case of election);
- c) Voting/Election ballots;
- d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2, Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least (03) working days before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder, contact address, nationality, identification details such as National Identity Card, Citizen Identification Card, Passport, or legal documents of the individual if the

shareholder is an individual; name, enterprise/organizational identification number or establishment decision number, headquarter address if the shareholder is an organization; quantity of shares and type of shares held by such shareholders, and the issue proposed to be included in the meeting agenda.

5. The person who convenes the GMS 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;
- 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 2 Article 12 of this Charter;
- c) The proposed issue is outside the authority of the GMS;
- d) Other cases prescribed by law and this Charter.

6. The person who convenes the GMS 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 GMS.

#### **Article 19: Conditions for opening the GMS**

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

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares of the Company.

3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

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

1. Before opening the GMS , the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

- a) When registering shareholders, the Company provides each shareholder or their authorized representative with a voting card/voting slip/election ballot, which includes the registration number, the name of the shareholder, the name of the authorized representative, and the number of votes/election ballots for that shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. The vote counting result shall be announced by the chair/Voting Counting Committee right before the meeting is closed. The GMS 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 GMS at the request of the chair;

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

2. Election of the Chair, Secretary, Delegate Eligibility Check Committee and Voting counting Committee:

a) The Chairman of The Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the Chairman of The Board of Directors is absent or unable to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Supervisor shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS shall preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or some people as secretaries of the meeting; Delegate Eligibility Check Committee of the meeting;

d) The GMS shall elect one or some persons to the Voting counting Committee at the request of the chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. 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.

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 GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The person who convenes the GMS or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) 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.

6. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS 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.

7. In case the chair delays or suspends the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

8. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with 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: Conditions for the approval of a Resolution 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 in 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;
- f) Extension of the company's operational duration.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, or by more than 50% of the total voting rights obtained through written shareholder consultation, except as stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and Supervisory Board, if the number of candidates is less than or equal to the number of members to be elected to the Board of Directors/Supervisory Board, the election of members of the Board of Directors/Supervisory Board may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises, or by voting (approve, disapprove, abstain). The percentage of votes cast by voting shall be determined according to Clause 2, Article 21 of these Charters.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and these Charters.

**Article 22: Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders on all matters subject to the authority of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders on the following matters:

- a) Amend and supplement the contents of this Charter;
- b) Company development orientation;
- c) Type of shares and total number of shares of each type;
- d) d) Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board.;
- e) e) Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
- f) Approve the annual financial statements
- g) Reorganization or dissolution of the company.
- h) Changes in industry, profession, and business sector;
- i) Changes in the company's organizational and management structure;
- j) Approval, supplementation, and adjustment of internal regulations on corporate governance, regulations on the operation of the Board of Directors, and regulations on the operation of the Supervisory Board;
- k) Other matters as deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare ballot papers, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot papers. The requirements and methods for sending ballot papers and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of these Charters.

3. The survey form must contain the following key information:

- a) Name, registered office address, and business registration number;
- b) Purpose of soliciting opinions;
- c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and registered office address of the organization shareholder; or full name,

contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;

- d) Issues requiring opinions to be considered for decision-making;
- e) Voting options including "agree," "disagree," and "no opinion" for each issue being considered;
- f) Deadline for returning the answered opinion forms to the Company;
- g) Full name and signature of the Chairman of The Board of Directors.

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

b) In the case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;

c) Ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following key information:

- a) Name, registered office address, and business registration number;
- b) The purpose and issues requiring consultation for the resolution's adoption.;
- c) The number of shareholders and the total number of votes/elections cast, distinguishing between valid and invalid votes/elections, and the method of submitting the votes/election ballots, along with an appendix listing the shareholders participating in the vote/election;
- d) The total number of votes in "agree," "disagree," and "no opinion" for each issue, and the total number of votes for each candidate (if any);
- e) The issue that was approved and the corresponding percentage of votes in favor;
- f) The full name and signature of the Chairman of The Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count report; and jointly liable for damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days from the date the vote count is completed. Sending the vote count minutes and resolutions may be replaced

by posting them on the Company's website within 24 hours from the time the vote count is completed.

7. The completed ballots, vote count minutes, approved resolutions, and related documents accompanying the ballots must be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

### **Article 23: Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or saved in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following key contents:

- a) Name, address of the head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full name of the chair and secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and voting rights;
- g) Total number of voting rights for each issue being voted on, clearly stating the voting method, total number of valid and invalid votes, affirmative, negative, and no-opinion votes; and the corresponding percentage of the total voting rights of shareholders attending the meeting;
- h) Summary of the number of votes for each candidate (if any);
- i) Issues that have been approved and the corresponding percentage of affirmative votes;
- j) Full name and signature of the chair and secretary. In case the chair or secretary refuses to sign the meeting minutes, the minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chair or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chair and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language have the same legal validity. In case there is a discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

4. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, authorization documents for attending the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation must be kept at the Company's head office.

The Resolution, Minutes of the General Meeting of Shareholders, and documents attached to the minutes and resolutions must be disclosed in accordance with the law on information disclosure in the securities market.

#### **Article 24: Request to cancel a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and making decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and this Charter, except for the cases specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, year of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information (If any);

The Company is responsible for disclosing information regarding companies in which the candidate currently holds the position of Member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (If any).

2. A shareholder or group of shareholders holding 5% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or 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% may nominate a maximum of two (02) candidates; from 30% to less than 50% may nominate a maximum of three (03) candidates; from 50% or more may nominate a maximum of 4 candidates.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates in accordance with this Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Standards and conditions for candidates for the Board of Directors:

Candidates for the Board of Directors must fully meet the following standards and conditions (pursuant to Clause 1, Article 155 of the Law on Enterprises No. 59/2020/QH14 and Article 275 of the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 and the amending and supplementing Decree No. 245/2025/ND-CP):

-Possess full civil act capacity and are not among the subjects prohibited from establishing and managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;

-Possess the Qualification and experience in business administration or in the Company's business lines, sectors, or trades, and are not necessarily shareholders of the Company;

-A Member of the Board of Directors of the Company may simultaneously be a member of the Board of Directors of another company.

-A Member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

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

1. The number of members of the Board of Directors is 5.

2. The term of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms. In case

all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

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

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall limit the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure at least 01 independent member.

The rights, obligations, and methods of organizing and coordinating the activities of independent members of the Board of Directors shall be specifically stipulated in the Regulations on Operation of the Board of Directors.

4. A Member of the Board of Directors shall cease to be a member of the Board of Directors in case they no longer represent the capital portion of the shareholder or group of shareholders; or are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises. 5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. A Member of the Board of Directors is not necessarily a shareholder of the Company.

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

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) Propose the types of shares and the total number of shares authorized to be offered for each type;
- c) Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; decide on raising additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- e) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within its authority and limits as prescribed by law;

- g) Decide on solutions for market development, marketing, and technology;
  - h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, and remove the Chairman of The Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the Director and other key managers as stipulated by this Charter; decide on the salary, remuneration, bonuses, and other income of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;
  - j) Supervise and direct the Director and other managers in the daily operating activities of the Company;
  - k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of the Company's subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l) Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass a Resolution;
  - m) Submit the Audited Annual Financial Statement to the General Meeting of Shareholders;
  - n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses incurred during operating activities;
  - o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
  - p) Decide on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Regulations on information disclosure of the Company;
  - q) Request the Director, Deputy Director, or other managers in the Company to provide information and documents regarding the financial situation and operating activities of the Company and its units.
  - r) The requested manager must provide information and documents in a timely, complete, and accurate manner as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specifically stipulated in the Regulations on Operation of the Board of Directors.
  - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of the Government's Decree No.

155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

**Article 28: Remuneration, bonuses, and other income of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on operating activities results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Member of the Board of Directors is included in the Company's operating activities expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statement, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A Member of the Board of Directors holding an executive position or a member of the Board of Directors working at sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred when performing their responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and this Charter.

**Article 29: Chairman of The Board of Directors**

1. The Chairman of The Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of The Board of Directors shall not concurrently hold the position of Director.
3. The Chairman of The Board of Directors has the following rights and obligations:
  - a) To prepare the program and operational plan of the Board of Directors;
  - b) To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

- c) To organize the approval of Resolutions and Decisions of the Board of Directors;
- d) To supervise the implementation process of Resolutions and Decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In the event that the Chairman of The Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.

5. In the event that the Chairman of The Board of Directors is absent or impracticable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of The Board of Directors. In the event that there is no authorized person or the Chairman of The Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education center, has fled their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of The Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of The Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting rate. In the event that more than one member has the same highest number of votes or the same highest voting rate, the members shall elect one person among them by majority principle to convene the meeting of the Board of Directors.

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

3. The Chairman of The Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) Upon the request of the Director or at least 05 other managers;
- c) Upon the request of at least 02 members of the Board of Directors;
- d) Other cases (If any).

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of The Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the meeting of the Board of Directors is not convened as requested, the Chairman of The Board of Directors shall be responsible for any damages incurred to the Company; the requester has the right to replace the Chairman of The Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of The Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at least 05 working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting card of the member.

The meeting invitation notice for the Board of Directors may be sent by invitation letter, Telephone, fax, electronic means, or other methods as prescribed by this Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of The Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the 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 meetings of the Board of Directors; they have the right to discuss but not to vote.

8. Meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend. In the event that the meeting convened according to this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting card to the meeting via mail, fax, or email;

10. In the event of sending a voting card to the meeting via mail, the voting card must be in a sealed envelope and must be delivered to the Chairman of The Board of Directors at least 01 hour before the opening. The voting card shall only be opened in the presence of all attendees.

11. Voting

- a) Except as provided in Point b, Clause 11, Article 30, each member of the Board of Directors or a person authorized in accordance with Clause 9 of this Article who is directly present in person at the meeting of the Board of Directors shall have one (01) vote;

- b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest and such interest may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum percentage of members present to hold a meeting of the Board of Directors regarding decisions for which that member does not have the right to vote;
- c) According to the provisions of Point d, Clause 11, Article 30, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chair shall be final, except in cases where the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;
- d) A member of the Board of Directors who benefits from a contract as prescribed in Point a and Point b, Clause 6, Article 43 of this Charter is considered to have a significant interest in that contract;
- e) A Supervisor has the right to attend meetings of the Board of Directors, has the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with an interest therein has the responsibility to disclose this interest at the first meeting of the Board where the signing of this contract or transaction is discussed. In the event that a member of the Board of Directors does not know that they and their related person have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

14. Resolutions and Decisions of the Board of Directors shall be passed if approved by the majority of members attending the meeting; in the event of a tie in votes, the final decision shall belong to the side with the opinion of the Chairman of The Board of Directors.

15. The Board of Directors has the right to seek the opinions of the members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors at Clause 2, Article 27 of this Charter.

A Resolution in the form of written consultation shall be passed based on the approval of the majority of the members of the Board of Directors who have the right to vote. This Resolution shall have the same effect and validity as a resolution passed at a meeting.

16. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

- a) Hear each other member of the Board of Directors participating in the meeting speak;

b) Speak to all other participating members simultaneously. Discussion between members can be conducted directly via Telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized according to this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chair of the meeting is present.

Decisions passed in a meeting via Telephone that is organized and conducted in a legitimate manner shall be effective immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairman of The Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall serve as authentic evidence of the work conducted during the meeting, unless an objection to the content of the minutes is raised within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must be signed by the chairperson and the minute-taker.

#### **Article 31: Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only be effective when a majority of its members attend and vote in favor at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with current legal regulations, the provisions of this Charter, and the Regulations on Corporate Governance.

#### **Article 32: Person in charge of Corporate Governance**

1. The Board of Directors of the Company must appoint at least 01 Person in charge of Corporate Governance to support corporate governance work at the enterprise. Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises.

2. Person in charge of Corporate Governance must not simultaneously work for an approved auditing organization that is currently auditing the Company's financial statements.

3. Person in charge of Corporate Governance has the following rights and obligations:

a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and shareholders;

- b) To prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c) To advise on meeting procedures;
- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of the law;
- f) To provide financial information, copies of minutes of the Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the contact point for related parties;
- i) To maintain confidentiality in accordance with the provisions of the law and this Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

## **VIII. DIRECTOR AND OTHER EXECUTIVES**

### **Article 33: Organizational structure of management**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a Director, Deputy Directors, a Chief Accountant, and other management titles appointed by the Board of Directors.

The term of office for the Director, Deputy Directors, Chief Accountant, and other management titles appointed by the Board of Directors is 5 years and they may be reappointed. In the event that all of the above titles reach the end of their term simultaneously, such members shall continue to hold their positions until a decision on reappointment is made or a new person is appointed to replace and take over the work.

The appointment, dismissal, and removal of the aforementioned titles must be approved by a resolution or decision of the Board of Directors.

### **Article 34: Executives of the Enterprise**

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other executives in such numbers and with such qualifications as are appropriate to the structure and management regulations of the Company as prescribed by the Board of Directors. Executives of the enterprise have the responsibility to assist the Company in achieving the goals set out in its operations and organization.

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

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

**Article 35: Appointment, dismissal, rights, and obligations of the Director**

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

2. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the Director shall not exceed 05 years and may be reappointed. The Director must meet the standards and conditions as prescribed by the provisions of the law and this Charter.

4. The Director has the following rights and obligations:

- a) To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
- b) To organize the implementation of resolutions and decisions of the Board of Directors;
- c) To organize the implementation of the Company's business plans and investment schemes;
- d) To propose the organizational structure and internal management regulations of the Company;
- e) To appoint, dismiss, and remove management titles within the Company, except for titles under the authority of the Board of Directors;
- f) To decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director;
- g) To recruit employees;
- h) To propose plans for dividend payment or handling of business losses;
- i) Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may remove the Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve, and appoint a new Director as a replacement.

**Article 36: Company Secretary**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; and in complying with obligations regarding information provision, information disclosure, and administrative procedures;
- e) Other rights and obligations as prescribed in this Charter and the Internal Regulations of the Company.

## **IX. BOARD OF SUPERVISORS**

### **Article 37: Candidacy and nomination of members of the Board of Supervisors (Supervisors)**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 2, Article 25 of this Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Supervisors. A shareholder or group of shareholders holding from 5% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 50% may nominate a maximum of two (02) candidates; and if 50% or more, they may nominate a maximum of (03) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with this Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of the law.

### **Article 38: Composition of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company is three (03) people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that has audited the Company's financial statements in the 03 consecutive years prior.

3. Members of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter that is accepted;
- c) Ceasing to represent the capital contribution of a shareholder or group of shareholders.
- d) Other cases as prescribed by law and this Charter.

4. Members of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned tasks and work;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter.
- d) Other cases as per the Resolution of the General Meeting of Shareholders.

#### **Article 39: Head of the Board of Supervisors**

1. 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 be conducted by majority vote. More than half of the members of the Board of Supervisors must reside permanently in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the business activities of the enterprise.

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

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign the reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 40: Rights and obligations of the Board of Supervisors**

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. To propose and recommend to the General Meeting of Shareholders the approval of the list of audit firms authorized to audit the Company's financial statements; to decide on the audit firm authorized to inspect the Company's operations, and to remove the authorized auditor when deemed necessary.
- 2. To be accountable to the shareholders for its supervisory activities.
- 3. To supervise the financial status of the Company and the compliance with the law in the activities of members of the Board of Directors, the Director, and other managers.
- 4. To ensure coordination with the Board of Directors, the Director, and shareholders.

5. In case of detecting any violation of the law or this Charter by a member of the Board of Directors, the Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to cease the violation and implement measures to remedy the consequences.
6. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; to have the right to access the workplaces of the Company's managers and employees during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

**Article 41: Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice a year, with at least two-thirds of the members of the Board of Supervisors in attendance. The minutes of the Board of Supervisors' meetings must be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibility of each member 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 authorized audit firm to attend and answer questions that need clarification.

**Article 42: Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

##### **Article 43: Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers, and their affiliated persons shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of the charter capital and themselves or their affiliated persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers, and their affiliated persons shall not use or disclose to others internal information to conduct related transactions.

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

a) For transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, the Director, or other executive have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value of thirty-five percent (35%) or more, or transactions resulting in a total transaction value arising within twelve (12) months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, the Director, or other executive have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the voting cards of shareholders who have no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than ten percent (10%) of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning fifty-one percent (51%) or more of the total voting shares or an affiliated person of that shareholder have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the voting cards of shareholders who have no related interests.

#### **Article 44: Liability for damages and indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives who violate their duties, the duty of honesty and prudence, or fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who are, have been, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person is or was a member of the Board of Directors, member of the Board of Supervisors, the Director, other executive, employee, or representative authorized by the Company, was performing duties under the Company's authorization, acted honestly and prudently in the best interests of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and amounts actually paid (including legal fees) or considered reasonable when settling these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

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

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

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

a) Common shareholders have the right to examine, inspect, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information; to examine, inspect, extract, or copy this Charter, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 05% or more of the total common shares or having the right to examine, look up, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory

Board, contracts, and transactions that must be approved by the Board of Directors and other documents, excluding documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and records, they must attach the power of attorney from the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

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

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

5. This Charter must be published on the Company's website.

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

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

1. The Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and corporate executives.

2. The Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47: Profit distribution**

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

2. Authorized by the General Meeting of Shareholders, the Board of Directors may decide to pay interim dividends if it deems such payment consistent with the Company's profitability.

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

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body responsible for executing this decision.

5. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed on The Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Law on Enterprises and the Law on Securities, the Board of Directors passes a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

7. Other issues related to profit distribution shall be implemented in accordance with the provisions of the law.

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

##### **Article 48: Bank accounts**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 49: Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins from the date of issue of the Certificate of Enterprise Registration and ends on the 31st day of December immediately following that date of issue.

##### **Article 50: Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, take responsibility for that choice before the law, and notify the direct tax management agency.

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

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

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of the law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. The annual financial statements must include full reports, appendices, and notes as prescribed by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

### **Article 52: Annual report**

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

## **XVI. COMPANY AUDIT**

### **Article 53: Audit**

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on selecting one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, to receive notices and other information related to the General Meeting of Shareholders, and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 54: Corporate seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Director use and manage the seal in accordance with current legal provisions.

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

### **Article 55: Dissolution of the company**

1. The Company may be dissolved in the following cases:
  - a) The operating period stated in this Charter expires without a decision on extension;
  - b) According to a resolution or decision of the General Meeting of Shareholders;
  - c) The Certificate of Enterprise Registration is revoked, except where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company before the expiration of the term (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

### **Article 56: Extension of operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operating period so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operating period is extended when shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders approve.

### **Article 57: Liquidation**

1. At least 06 months before the end of the Company's operating period or after a decision on the dissolution of the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs of disposal related to the liquidation shall be prioritized by the Company for payment 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 operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Cash proceeds from the liquidation shall be paid in the following order:
  - a) Costs of disposal;
  - b) Debts for salaries, severance pay, social insurance, and other benefits of employees according to the signed collective labor agreement and labor contracts;
  - c) Tax debts;

- d) Other debts of the Company;
- e) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to shareholders. Preference shares shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58: Internal dispute resolution**

1. In case of disputes or complaints arising in relation to the Company's operations, the rights and obligations of shareholders as prescribed by the Law on Enterprises, this Charter, other legal regulations, or agreements between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, the Board of Supervisors, the Director, or other executives;

The related parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the CHAIRMAN OF THE BOARD OF DIRECTORS, the CHAIRMAN OF THE BOARD OF DIRECTORS shall preside over the dispute resolution and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the CHAIRMAN OF THE BOARD OF DIRECTORS, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court.

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

## **XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER**

### **Article 59: This Charter**

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter, or in case new legal provisions differ from the terms of this Charter, those provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 60: Effective date**

1. This Charter consists of 21 sections and 60 articles, unanimously approved by the General Meeting of Shareholders of Petroleum Mechanical Stock Company on 03 April 2026 at the 2026 Annual General Meeting of Shareholders, and all parties have agreed to the full validity of this Charter.

2. The Charter is made in 10 copies, each having equal validity, and must be kept at the Company's headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid only when signed by the Chairman of The Board of Directors or at least 1/2 of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE**



**DOAN DAC HOC**