

**PETROVIETNAM PACKAGING  
JOINT STOCK COMPANY**

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

No: 172/PPC-TCHC

*Cà Mau, June 3, 2026*

*Re: Invitation Letter and Documents for  
the 2026 Annual General Meeting of  
Shareholders*

**To:**

- **The State Securities Commission of Viet Nam;**
- **Ha Noi Stock Exchange.**

Name of organization: PETROVIETNAM PACKAGING JOINT STOCK COMPANY

Stock code: PBP

Address: Lot A1-3, Tra Kha Industrial Park, Ward Bac Lieu, Cà Mau Province, Viet Nam.

Tel: (84) - 2913 957 555

Fax: (84) - 2913 957 666

Person responsible for disclosing the information: Nguyen Thanh Nhuan

Permanent address: Group 1, Ward Bac Lieu, Ca Mau Province, Viet Nam.

Tel (mobile, office, home): (84) - 2913 957 555

Fax: (84) - 2913 957 666

Contents of disclosure: Invitation Letter and Documents for the 2026 Annual General Meeting of Shareholders (attached).

This information was published on the company's website, as in the link [www.pbp.vn](http://www.pbp.vn).

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

Sincerely!

Recipient:

- As above.
- Archive: VT.

**PERSON AUTHORIZED TO DISCLOSE  
INFORMATION**



*Nguyễn Thanh Nhuan*



**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**  
Lot A1 - 3, Tra Kha Industrial Park, Bac Lieu Ward, Ca Mau Province  
Telephone: 02913 957 555 Fax: 02913 957 666  
Email: sales@pbp.vn Web: www.pbp.vn

## INVITATION LETTER

***Re: Attendance at the 2026 Annual General Meeting of Shareholders***

**To: Shareholders of PetroVietnam Packaging Joint Stock Company (PPC)**

PetroVietnam Packaging Joint Stock Company (PPC) cordially invites you to attend the 2026 Annual General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company (PPC).

- **Time:** 09:00 AM – 12:00 PM, June 25, 2026 (Thursday).
- **Location:** PetroVietnam Packaging Joint Stock Company (PPC) - Lot A1-3, Tra Kha Industrial Park, Bac Lieu Ward, Ca Mau Province.
- **Meeting Content:** *As attached.*
- **Eligibility to attend the Meeting:** Shareholders owning securities of PetroVietnam Packaging Joint Stock Company according to the list of shareholders closed on March 25, 2026, provided by the Vietnam Securities Depository and Clearing Corporation - Ho Chi Minh City Branch (VSDC).
- **Documents related to the Meeting:** Please view the information posted on the website: <http://www.pbp.vn/> (Section: Shareholders – General Meeting of Shareholders).

Shareholders or authorized representatives attending the Meeting are requested to bring their original Citizen Identity Card and Power of Attorney to register as a shareholder. To ensure the organization runs smoothly, please send your confirmation of attendance and Power of Attorney (if any) to the email address: [quangnm@pbp.vn](mailto:quangnm@pbp.vn) before 05:00 P.M. on June 23, 2026.

For any details related to the Meeting, please contact the telephone number: 02913.957.555.

Sincerely./.

*Ca Mau, June 3, 2026*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LE DANG THACH**





**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

Lot A1 - 3, Tra Kha Industrial Park, Bac Lieu Ward, Ca Mau Province

Telephone: 02913 957 555

Fax: 02913 957 666

Email: sales@pbp.vn

Web: www.pbp.vn

**CONTENT**

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

1. Board of Directors (BOD) Report on corporate governance, performance results of the BOD and its individual members in 2025, and action plan for 2026;
2. Report on 2025 Business Performance and 2026 Business Plan by the Company's Director;
3. 2025 Supervisory Report and 2026 Action Plan of the Supervisory Board;
4. Proposal on the Audited Financial Statements for the year 2025;
5. Proposal on the Company's 2026 Business Plan;
6. Proposal on 2025 profit distribution and fund appropriation; and 2026 profit distribution and fund appropriation plan;
7. Proposal on stock issuance for 2025 dividend payment;
8. Report on the 2025 salary fund settlement for the Executive Management Board and proposed plan for 2026;
9. Proposal on approving contracts and transactions with Related Parties;
10. Proposal on amendments and supplements to registered business lines;
11. Proposal on amendments and supplements to the Company's Charter, Internal Regulations on Corporate Governance, and Operating Regulations of the BOD;
12. Regarding the dismissal and election of members of the Board of Directors and the Supervisory Board;
13. Other matters.



*Ca Mau, June ....., 2026*

**REGULATIONS**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Scope of application**

These regulations govern the organization of the 2026 Annual General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company (hereinafter referred to as the "Meeting") in the traditional format (in-person at the meeting venue).

These regulations specify the rights and obligations of the parties participating in the General Meeting of Shareholders, as well as the conditions and procedures for conducting the Meeting.

Shareholders and participating parties are responsible for complying with the provisions of these Regulations.

**Article 2. Interpretation of terms**

In these Regulations, the following terms are understood as follows:

- *Shareholder*: A person who owns at least one share of PetroVietnam Packaging Joint Stock Company (Stock symbol: PBP), whose name appears on the list of shareholders entitled to attend the General Meeting of Shareholders as of March 25, 2026, provided by the Vietnam Securities Depository and Clearing Corporation - Ho Chi Minh City Branch (VSDC), or a person duly authorized by a shareholder.
- *Meeting*: The General Meeting of Shareholders organized in the traditional format, where shareholders attend, observe, discuss directly at the meeting venue, and vote on the issues of the Meeting.
- *Meeting venue*: The location announced in the invitation letter sent to shareholders.
- *Election*: Shareholders/authorized representatives of shareholders cast their ballots using the cumulative voting method.



- *"Cumulative voting"*: A method of the cumulative voting system where a shareholder/authorized representative of a shareholder casts all their votes for one candidate or distributes their votes equally among a number of or all candidates. After equal distribution, the number of votes corresponding to each candidate is rounded down to the nearest whole number. Remaining fractional votes (if any) are considered as not cast for any candidate and will not be counted.
- *Registration for the Meeting*: Shareholders register their attendance at the meeting venue before the opening of the Meeting.
- *GMS/Meeting*: General Meeting of Shareholders.
- *BOD*: Board of Directors.
- *Issuer*: PetroVietnam Packaging Joint Stock Company.

### **Article 3: Conditions for organizing and conducting the Meeting**

The Meeting shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares of the Company according to the list of shareholders established at the record date. The Shareholder Eligibility Verification Committee shall announce the number of attending shareholders, the number of shares held by attending shareholders/authorized representatives, the total number of voting shares, and the attendance rate so that the Meeting can proceed in accordance with regulations.

In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the intended date of the first meeting, unless otherwise provided by the Company's Charter. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares; the specific ratio is determined by the Company's Charter.

In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting, unless otherwise provided by the Company's Charter. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

## **CHAPTER II**

### **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES PARTICIPATING IN THE MEETING**

#### **Article 4. Rights and obligations of shareholders attending the Meeting**

1. Shareholders' right to attend the Meeting: All shareholders whose names appear on the list of shareholders as of the record date have the right to attend the Meeting. Shareholders may authorize others to attend the Meeting. Authorization can

be performed in one of the following forms: Sending a written authorization to the Company's headquarters; Presenting the written authorization to the Meeting Organizing Committee when attending in person; Scanning the authorization letter and sending it via email to the Meeting Organizing Committee at the email address: quanganm@pbp.vn

## 2. Rights and obligations of shareholders when participating in the Meeting:

### 2.1. Rights of shareholders or authorized representatives:

a. Shareholders or authorized representatives have the right to attend the Meeting, submit opinions to the Meeting, and vote on all issues of the Meeting in accordance with the Law on Enterprises and relevant legal documents.

b. Shareholders and their representatives have the right to attend the Meeting, submit opinions, and participate in voting on subsequent issues of the Meeting. The Meeting is not responsible for stopping or re-voting on issues that have already been passed, and the validity of the voting rounds already conducted remains unchanged.

c. Shareholders may authorize others to attend the Meeting. Shareholders are fully responsible for the authorization information sent to the Company. The authorized person attending the Meeting must comply with the provisions of these Regulations, be subject to the direction of the Chairperson, and respect the results of the Meeting's proceedings.

### 2.2. Obligations of shareholders or authorized representatives:

a. During the Meeting, shareholders must comply with the guidance of the Chairperson and the Meeting Organizing Committee, behave in a civilized and polite manner, and maintain order.

b. The attire of shareholders and delegates must be polite and formal;

## **Article 5. Rights and obligations of the Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee consists of 01 Head and several members appointed by the Company. The Shareholder Eligibility Verification Committee has the function of verifying the eligibility of shareholders or authorized representatives attending the Meeting: Verifying and confirming the eligibility of shareholders attending the Meeting in accordance with the law, the Company's Charter, and these Regulations; Reporting to the Meeting on the results of the verification of shareholders attending the Meeting.

2. Verification method: The Shareholder Eligibility Verification Committee confirms shareholder eligibility based on the number of shareholders attending in person, ballots sent by post, etc., as a basis for determining the number of shareholders attending the Meeting. The Shareholder Eligibility Verification Committee has the right to establish an assisting department to complete its tasks.



### Article 6. Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee consists of one (01) Head and other members approved by the Meeting.

2. The Vote Counting Committee has the right to establish an assisting department to complete its tasks.

3. The Vote Counting Committee has the following duties:

- Disseminate the rules and principles of voting and the regulations on the election of members of the Board of Directors and the Supervisory Board.
- Distribute and collect ballots, conduct vote counting, prepare the Vote Counting Minutes, and announce the election results.
- Review and report to the GMS to decide on cases of violation of rules or complaints regarding elections and voting.

- Distribute and collect ballots, conduct vote counting, prepare the Vote Counting Minutes, and announce the election results.

- Review and report to the GMS to decide on cases of violation of rules or complaints regarding elections and voting.

#### Article 7. Rights and obligations of the Chairperson

1. The Meeting Chairperson is approved by the Meeting and consists of a Chairperson and several members, with the function of directing the Meeting.

## 2. Rights and obligations of the Chairperson:

- a. Direct the activities of the session according to the program approved by the Meeting. Conduct necessary tasks to ensure the General Meeting of Shareholders proceeds in an orderly manner; meeting the expectations of the majority of attending shareholders;

b. Appoint the Secretariat and introduce the Vote Counting Committee for the Meeting to elect;

c. Guide the discussion at the session:

d. Present drafts on necessary contents for the Meeting to vote on;

e. Respond to issues requested by shareholders or designate someone to respond;

3. The Chairperson's decision on matters of sequence, procedure, or events arising outside the Meeting's program shall be final.

4. The Chairperson conducts tasks deemed necessary to direct the Meeting in a valid and orderly manner, or to ensure the Meeting reflects the wishes of the majority of attending shareholders.

5. Without needing to seek the Meeting's opinion, the Chairperson may at any time adjourn the Meeting to another time (in accordance with the Law on Enterprises and the approved Company Charter) and to another location decided by the Chairperson if it is perceived that:

a. The behavior of those attending the Meeting hinders or is likely to hinder the orderly progress of the meeting; or

b. The adjournment is necessary for the Meeting's business to be conducted in a valid manner.

#### **Article 8. Rights and obligations of the Secretariat**

- Record fully and truthfully the entire content of the GMS proceedings and the issues that have been passed by shareholders or noted at the meeting.
- Draft the Minutes of the General Meeting of Shareholders and the Resolutions on the contents passed at this meeting.

### **CHAPTER III**

#### **PROCEDURES FOR CONDUCTING THE MEETING**

#### **Article 9. Conducting the Meeting**

The Meeting shall be conducted when the conditions specified in Article 3 of these Regulations are met.

#### **Article 10. Method of conducting the Meeting**

- The Meeting is expected to last for 1/2 day.
- The Meeting will discuss and pass the contents stated in the Meeting Program in turn.

#### **Article 11. Expressing opinions at the Meeting**

1. Discussion shall only be conducted within the specified time and within the scope of the issues presented in the Meeting's program and content.

2. Based on the number of attending shareholders and the time allowed for the Meeting, the Chairperson may choose the method of directing the meeting. Shareholders discuss according to the Chairperson's guidance during the Meeting in the form of direct discussion and questioning. At any one time, only one shareholder has the right to speak. In case multiple shareholders have opinions at the same time, the selection and invitation of delegates to speak shall be decided by the Chairperson.

3. Shareholders should speak concisely and focus on the core content to be discussed, in accordance with the approved Meeting agenda. The content of shareholders' proposals must not violate the law and must fall under the authority and content of the Meeting. The Chairperson has the right to remind or request shareholders to focus on the core content to be discussed to save time and ensure the quality of the discussion.

4. The Meeting agrees that the total speaking time for a shareholder is a maximum of 2 (two) minutes/time. If this time is exceeded, the Chairperson may request the shareholder to prepare questions and proposals in writing; the Secretariat will record



them, and the Board of Directors, within its authority, will respond in writing or via email to the shareholder as soon as possible.

## **Article 12. Principles for shareholders participating in voting**

### ***1. General principles:***

All issues in the Meeting's program must be passed by seeking the voting opinions of shareholders. Each shareholder is granted voting rights according to the number of voting shares (owned and represented) of the shareholder.

### ***2. Voting method:***

For all issues that need to be passed by the Meeting according to regulations, shareholders vote by paper ballot. Shareholders mark one of the three corresponding boxes: "Approve", "Disapprove", or "Abstain" for each issue when the Chairperson announces the request for voting opinions.

Shareholders sending ballots by post shall mark one of the three corresponding boxes "Approve", "Disapprove", or "Abstain" for each content requested for opinion.

## **Article 13. Conducting the vote**

1. The voting result for each issue is calculated based on the total number of shares attending the Meeting at the time of each vote.

### ***2. Voting method***

Shareholders or their authorized representatives vote according to the provisions in Clause 12.2 of Article 12 of these Regulations. For any content that a shareholder does not participate in voting, the shareholder's shares are considered invalid for that specific content, and other valid voting contents of the shareholder are not affected.

Shareholders or their authorized representatives exercise their voting rights in accordance with Article 12 of these Regulations. Shareholders have the right to accumulate all their total voting shares for one or several candidates or only vote a portion of their total voting shares for one or several candidates; the remaining votes may not be cast for any candidate.

Shareholders or their authorized representatives cannot change the voting result after casting their ballots. For voting contents that are changed or arise during the Meeting, shareholders or their authorized representatives shall cast additional votes for those changed or arising contents. The voting result of a shareholder or authorized representative is the total of the voting results recorded at the time the voting ends, as announced by the Chairperson at the Meeting.

The voting result for each content will be reported by the Vote Counting Committee at the Meeting in accordance with these Regulations.

3. When directing the Meeting, the Chairperson must announce the time for ending the voting so that shareholders can exercise their rights.

#### **Article 14. Voting results**

1. Voting results are calculated based on the number of shares participating in voting by paper ballot.

2. The Vote Counting Committee is responsible for summarizing, counting votes, preparing the Vote Counting Minutes, and announcing the vote counting results before the Meeting.

#### **Article 15. Passing Decisions of the Meeting**

1. Resolutions on contents presented to the General Meeting of Shareholders are passed when they are approved by shareholders representing more than 50% of the total voting shares of all attending shareholders.

2. Resolutions on issues specified in Clause 1, Article 148 of the Law on Enterprises are passed if they are approved by shareholders representing 65% or more of the total voting shares of all attending shareholders.

#### **Article 16. Minutes of the Meeting**

1 The Meeting must be recorded in minutes and may be audio-recorded, video-recorded, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a. Name, address of the headquarters, and enterprise code;
- b. Time and location of the Meeting;
- c. Program and content of the meeting;
- d. Full name of the Chairperson and the Secretary;
- e. Summary of the meeting proceedings and opinions expressed at the Meeting on each issue in the meeting program content;
- f. Number of shareholders and total voting shares of attending shareholders, appendix of the list of registered shareholders, and shareholder representatives attending with the corresponding number of shares and voting ballots;
- g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approved, disapproved, and abstained votes; corresponding ratio to the total voting shares of attending shareholders;
- h. Issues that have been passed and the corresponding ratio of passed votes;
- i. Signatures of the Chairperson and the Secretary.

2. The Meeting Minutes must be completed and passed before the closing of the Meeting.



3. The Chairperson and the Secretary of the Meeting are jointly responsible for the truthfulness and accuracy of the content of the Meeting Minutes.

The Meeting Minutes shall be posted on the Company's website within 24 hours from the end of the meeting.

The Meeting Minutes, the appendix of the list of shareholders registered to attend, the passed resolutions, and relevant documents sent with the meeting invitation must be kept at the Company's headquarters.

#### **Article 17. Case of unsuccessful Meeting organization**

1. In case the first meeting does not meet the conditions for conduct as prescribed in Article 9 of these Regulations, the GMS shall be convened for the second time within 30 days from the intended date of the first meeting. The second convened Meeting shall be conducted when the number of attending shareholders represents 33% or more of the Company's total voting shares.

2. In case the second convened meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the GMS shall be convened for the third time within 20 days from the intended date of the second meeting. In this case, the GMS meeting shall be conducted regardless of the total number of voting shares of the attending shareholders.

### **CHAPTER IV**

#### **IMPLEMENTATION PROVISIONS**

#### **Article 18. Effective date**

1. These Regulations consist of 4 chapters, 18 articles, and take effect immediately after being passed by the GMS.

2. Shareholders, representative organizations, and individuals/organizations participating in the Meeting of PetroVietnam Packaging Joint Stock Company are responsible for complying with the provisions of these Regulations.



GENERAL CORPORATION  
CA MAU PETROLEUM FERTILIZER  
VIETNAM PETROLEUM PACKAGING  
JOINT STOCK COMPANY

No.: .../TTr-PPC-HĐ

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

*Ca Mau, Date ..... Month .... Year 2026*

## PROPOSAL

***Regarding the Board of Directors' Report on Corporate Governance,  
performance results of the Board of Directors and individual members in  
2025 and operational direction for 2026***

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To: The General Meeting of Shareholders of Vietnam Petroleum Packaging Joint  
Stock Company (PPC)

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

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

Pursuant to Decree No. 155/2020/NĐ-CP, dated December 31, 2020, detailing  
the implementation of a number of articles of the Law on Securities;

Pursuant to Decree No. 245/2025/NĐ-CP, dated September 11, 2025, amending  
and supplementing a number of articles 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.

The PPC Board of Directors respectfully submits to the General Meeting of  
Shareholders the Report on the activities of the Board of Directors and individual  
members in 2025 and the operational direction of the Board of Directors for 2026 as  
per the attached Appendix.

Respectfully./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*Recipients:*

- As above;
- Archive: Clerk, BOD.

**CHAIRMAN**





## **APPENDIX**

### **REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE AND PERFORMANCE RESULTS OF THE BOARD OF DIRECTORS AND INDIVIDUAL MEMBERS IN 2025 AND OPERATIONAL DIRECTION FOR 2026**

*Attached to Proposal No. ..../TTr-PPC-HD, dated ..../..../2026 of the PPC Board of Directors*

#### **I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**

##### **1. Activities of the Board of Directors in 2025**

In 2025, the Board of Directors (BOD) of the Company performed its functions and duties in accordance with the Law on Enterprises, the Company's Charter, and relevant legal regulations. The BOD closely monitored the actual production and business situation of the Company, promptly implementing and effectively organizing the execution of the Resolutions of the General Meeting of Shareholders (GMS).

The BOD proactively proposed and implemented appropriate solutions to strengthen management, direction, administration, and supervision of the Company's activities, contributing to ensuring stable production and business operations.

Specifically, in 2025, the BOD organized and implemented the following contents:

- Regularly reviewed, assessed, and evaluated the Company's activities, ensuring alignment with the development strategy and set objectives.
- Assigned specific tasks and responsibilities to each BOD member in charge of areas according to their functions and duties; BOD members fully exercised their authority and responsibilities as prescribed, maintaining coordination, exchange, and consensus during the direction and administration process.
- Organized quarterly BOD meetings to evaluate the results of production and business plan implementation, while proposing solutions for the next quarter's plan; provided operational guidance to the Board of Management. On that basis, the BOD reviewed, approved, and issued resolutions, decisions, regulations, and other documents within its authority, suitable to the actual requirements of the Company's production and business activities.
- Fully, promptly, and properly implemented information disclosure in accordance with the law.

- Performed the supervisory function over the Director in implementing the GMS Resolutions, BOD Resolutions, and assigned tasks; closely monitored the Company's operational situation and provided timely guidance to ensure effective administration.

- The Company successfully organized the 2025 Annual General Meeting of Shareholders on May 22, 2025, ensuring compliance with current legal regulations; the GMS Resolutions were seriously implemented and executed in accordance with regulations.

In 2025, the BOD organized meetings, collected written opinions, and issued the following Resolutions and Decisions:

- BOD meeting attendance of members in 2025:

No.	BOD Member	Number of BOD meetings attended	Reason for not attending meetings
1	Mr. Nguyen Duc Thuan	02/04	<i>Dismissed on May 22, 2025</i>
2	Mr. Nguyen Trung Kien	04/04	
3	Ms. Tran Nhu Quynh	04/04	
4	Mr. Do Thanh Hung	04/04	
5	Mr. Tran Thien Hong	02/04	<i>Dismissed on May 22, 2025</i>
6	Mr. Le Dang Thach	02/04	<i>Appointed on May 22, 2025</i>
7	Ms. Huynh Thi Huong Lan	02/04	<i>Appointed on May 22, 2025</i>

- Resolutions and Decisions issued by the BOD in 2025:

No.	Symbol number	Date/ Month/ Year	Content
1	01-NQ/PPC/HĐ	January 09, 2025	BOD meeting Q4/2024
2	02-NQ/PPC/HĐ	March 29, 2025	Regarding transactions with related persons (PVCFC, KVF)
3	03-NQ/PPC/HD	April 03, 2025	Regarding extension of 2025 Annual GMS
4	04-NQ/PPC/HĐ	April 03, 2026	Regarding closing the list of shareholders entitled to attend the 2025 Annual GMS
5	05-NQ/PPC/HĐ	March 28, 2025	Regarding personnel work



6	06-NQ/PPC/HĐ	March 28, 2025	Regarding personnel work
7	07-NQ/PPC/HĐ	April 01, 2025	Finalization of 2024 salary
8	08-NQ/PPC/HĐ	April 25, 2025	Organizing the Annual GMS
9	09-NQ/PPC/HĐ	April 25, 2025	Regarding BOD meeting Q1/2025
10	10-NQ/PPC/HĐ	May 22, 2025	Regarding election of personnel
11	11-NQ/PPC/HĐ	May 23, 2025	Re-appointment of Deputy Director of the Company
12	12-NQ/PPC/HĐ	June 02, 2025	Regarding policy on purchasing Minimart
13	13-NQ/PPC/HĐ	June 26, 2025	BOD meeting Q2/2025
14	14-NQ/PPC/HĐ	June 30, 2025	Approval of the list of credit institutions and deposit investment limits
15	15-NQ/PPC/HĐ	July 16, 2025	Regarding approval of contracts and transactions with related persons
16	16-NQ/PPC/HĐ	October 08, 2025	BOD meeting Q3/2025
17	17-NQ/PPC/HĐ	October 08, 2025	Regarding 2024 dividend payment
18	18-NQ/PPC/HĐ	October 31, 2025	Regarding personnel work
19	19-NQ/PPC/HĐ	November 17, 2025	Regarding the 2026 business plan
20	20-NQ/PPC/HĐ	November 21, 2025	Regarding the approval of contracts and transactions with related parties
21	21-NQ/PPC/HĐ	November 27, 2025	Regarding the development strategy to 2030, with a vision to 2050
22	22-NQ/PPC/HĐ	December 16, 2025	Regarding the 2026 - 2030 business plan
23	23-NQ/PPC/HĐ	December 24, 2025	Regarding the approval of contracts and transactions with related parties
24	01 - QĐ/PPC/HĐ	March 31, 2025	Regarding personnel appointment
25	02 - QĐ/PPC/HĐ	March 31, 2025	Regarding personnel appointment
26	03 - QĐ/PPC/HĐ	April 07, 2025	Regarding personnel appointment
27	04 - QĐ/PPC/HĐ	April 07, 2025	Regarding PPC personnel planning

28	05 - QĐ/PPC/HĐ	April 25, 2025	Regarding the issuance of the Asset Regulations
29	06 - QĐ/PPC/HĐ	April 26, 2025	Regarding the issuance of the Debt Regulations
30	07 - QĐ/PPC/HĐ	April 27, 2025	Regarding the issuance of the Risk Management Regulations
31	08 - QĐ/PPC/HĐ	May 23, 2025	Regarding personnel appointment
32	9 - QĐ/PPC/HĐ	May 22, 2025	Regarding personnel salary ranking
33	10 - QĐ/PPC/HĐ	May 22, 2025	Regarding the remuneration ranking for Board members
34	11 - QĐ/PPC/HĐ	June 26, 2025	Regarding the issuance of the Business Regulations
35	12 - QĐ/PPC/HĐ	June 30, 2025	Regarding the approval of the list of credit institutions and deposit limits
36	13 - QĐ/PPC/HĐ	July 16, 2025	Regarding the approval of the selection results for the service provider for the semi-annual financial statement review and the 2025 annual financial statement audit
37	14 - QĐ/PPC/HĐ	July 22, 2025	Regarding the issuance of the Procurement Regulations for goods and services
38	15 - QĐ/PPC/HĐ	July 22, 2025	Regarding the issuance of the Regulations on decentralization of decisions in investment activities and contractor selection

## 2. Performance results of individual BOD members

The Board of Directors assigned specific tasks to each member according to their professional fields and assigned functions. On that basis, BOD members proactively developed work plans, directly monitored, inspected, supervised, and urged the Board of Management in organizing the implementation of BOD Resolutions and Decisions.

BOD members regularly exchanged, discussed, and coordinated closely with the Board of Management as well as functional departments, promptly grasping the Company's production and business situation, thereby proposing appropriate solutions, contributing to improving management and administration efficiency, and ensuring the completion of set production and business objectives and plans.

Within the scope of assigned tasks, each BOD member promoted a sense of responsibility, fully exercised rights and obligations in accordance with the law, the Company's Charter, and the BOD's operational regulations, contributing to the overall performance of the Board of Directors and the stable development of the Company in 2025.





No.	Member of the BOD	Position	Areas of responsibility
1	Mr. Le Dang Thach	Chairman of the BOD <i>(appointed May 22, 2025)</i>	<ul style="list-style-type: none"> <li>- Perform the duties of the Chairman of the Board in accordance with the Company Charter and legal regulations; bear general responsibility for directing the Board's activities and matters related to major shareholders, the parent company, and state management agencies.</li> <li>- Strategy development and execution for the Company.</li> <li>- Human resources development, corporate innovation, and policies for employees.</li> <li>- Convening the Annual/Extraordinary General Meeting of Shareholders.</li> <li>- Project investment.</li> <li>- Perform other duties as prescribed by the Company Charter and the Law on Enterprises.</li> </ul>
2	Mr. Nguyen Trung Kien	Member of the BOD Director	<ul style="list-style-type: none"> <li>- Perform the duties of the Company Director.</li> <li>- Business, marketing, and communications.</li> <li>- Production, product research and development; economic-technical norms, technical processes, and product quality standards.</li> <li>- Company organizational structure, establishment of branches and representative offices.</li> <li>- Act as the information disclosure officer on the stock market.</li> <li>- Perform other duties as prescribed</li> </ul>

			by the Company Charter and the Law on Enterprises.
3	Ms. Tran Nhu Quynh	Member of the BOD	<ul style="list-style-type: none"> <li>- Strategy, medium-term development plans, and annual business plans of the Company.</li> <li>- Financial and accounting management. Borrowing, mortgaging, securing, guaranteeing, and compensating for the Company.</li> <li>- Perform other duties as prescribed by the Company Charter and the Law on Enterprises.</li> </ul>
4	<b>Mr. Do Thanh Hung</b>	Member of the BOD	<ul style="list-style-type: none"> <li>- Management of issued shares, offering, and capital mobilization through share issuance.</li> <li>- Corporate governance of listed companies.</li> <li>- Legal affairs; general regulations and policies of the Company.</li> <li>- Signing, executing, amending, and terminating contracts of the Company for contracts under the Board's approval authority.</li> <li>- Development of projects, cooperation, joint ventures, capital contribution, and acquisition of shares in other enterprises.</li> <li>- Perform other duties as prescribed by the Company Charter and the Law on Enterprises.</li> </ul>
5	Ms. Huynh Thi Huong Lan	Member Independent of the BOD <i>(appointed May 22,</i>	<ul style="list-style-type: none"> <li>- Supervision of the Company's executives.</li> <li>- Salary and bonus policies for employees.</li> </ul>

		2025)	- Perform other duties as prescribed by the Company Charter and the Law on Enterprises.
6	Mr. Nguyen Duc Thuan	Chairman of the Board (dismissed May 22, 2025)	<ul style="list-style-type: none"> <li>- Perform the duties of the Chairman of the Board in accordance with the Company Charter and legal regulations; bear general responsibility for directing the Board's activities and matters related to major shareholders, the parent company, and state management agencies.</li> <li>- Strategy development and execution for the Company.</li> <li>- Human resources development, corporate innovation, and policies for employees.</li> <li>- Convening the Annual/ Extraordinary General Meeting of Shareholders.</li> <li>- Perform other duties as prescribed by the Company Charter and the Law on Enterprises.</li> </ul>
7	Mr. Tran Thien Hong	Member Independent of the BOD (dismissed May 22, 2025)	<ul style="list-style-type: none"> <li>- Supervision of the Company's business activities; supervision of the Company's executives.</li> <li>- Perform other duties as prescribed by the Company Charter and the Law on Enterprises.</li> </ul>

### 3. Activities and evaluation results of independent BOD members regarding the BOD's performance in 2025

#### 3.1. Regarding the activities of Independent BOD members

- Independent BOD members effectively fulfilled their role in inspecting and supervising the Company's production and business activities, performing their functions and duties correctly to ensure the common interests of the Company and Shareholders.

- PPC's independent BOD members fully participated in meetings and provided

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opinions and votes on BOD decisions. The contributions of independent BOD members in their assigned areas in 2025 demonstrated their proper role and responsibility, ensuring objectivity and independence.

### 3.2. Evaluation of the BOD's performance by independent BOD members.

Based on monitoring and direct participation in the Board of Directors' activities in 2025, the independent BOD member evaluates:

- The Board of Directors performed its functions, duties, authority, and obligations in accordance with the Law on Enterprises, the Company's Charter, the BOD's operational regulations, and relevant legal provisions; operated with a high sense of responsibility, ensuring transparency in public company governance, while creating favorable conditions for independent BOD members to fully exercise their rights and obligations as prescribed.

- BOD meetings were convened, organized, and conducted in accordance with the procedures and formalities stipulated in the Company's Charter and Corporate Governance Regulations. Meeting contents were fully prepared and clearly reported; issues were discussed and evaluated in a spirit of openness, objectivity, transparency, and caution, serving as a basis for the BOD to make appropriate decisions, directions, and solutions for the Company's activities.

- The BOD maintained quarterly meetings to evaluate and promptly update the production and business situation, financial status, and cash flow balance of the Company; on that basis, discussed and decided on issues related to development strategy, management systems, as well as the development and adjustment of necessary policies and governance decisions.

- The BOD regularly reviewed and updated objectives and operational plans, ensuring alignment with the Company's development strategy, while focusing on building long-term directions and strategies aimed at stable and sustainable development.

- The Board of Directors, the Board of Management, and the Supervisory Board coordinated closely and effectively in handling work, contributing to making timely and appropriate decisions, ensuring that the Company's production and business activities were implemented smoothly and achieved high efficiency.

### 4. Remuneration, operating expenses, and other benefits of the BOD and individual BOD members

- **Regarding BOD remuneration in 2025:** The Company's BOD remuneration was paid in accordance with current legal regulations, the Company's Charter, and the Company's salary and bonus regulations, linked to production and business performance and the level of task completion of each member. The total salary, remuneration, and bonuses of the Board of Directors in 2025 were 907,217 Million VND (details are summarized and presented in the Report on salary, bonuses, remuneration, and other benefits of the Board of Management).



- **Regarding BOD operating expenses in 2025:** The operating expenses of the Board of Directors were implemented in accordance with the law, the Company's Charter, internal regulations, and relevant Company provisions; ensuring the principles of thrift, efficiency, transparency, and serving the governance, supervision, and development orientation of the Company.

#### **5. Implementation of corporate governance regulations**

The Company complies with corporate governance regulations according to internal regulations and current legal provisions for listed companies. The Board of Directors, the Supervisory Board, and the Board of Management perform their functions, duties, and authority as prescribed; ensuring the principles of transparency and openness in governance and administration activities.

The Company regularly reviews, updates, and completes the internal governance regulation system to improve governance efficiency, protecting the legal rights and interests of shareholders and related parties.

### **II. SUPERVISORY ACTIVITIES OF THE BOD OVER THE BOARD OF MANAGEMENT**

The relationship between the Board of Directors (BOD) and the Company Director is conducted in accordance with the Company's Charter, Corporate Governance Regulations, and current legal provisions. On that basis, the BOD issued regulations and provisions related to aspects of the Company's activities to serve as a basis for the Director to organize implementation and administration.

The BOD regularly organized and participated in quarterly meetings to review and evaluate the results of production and business plan implementation for each quarter, while discussing and proposing solutions to ensure the completion of production and business plans for subsequent quarters. During this process, the Board of Management implemented a full and timely reporting regime to the BOD on the Company's production and business situation.

In addition, the BOD coordinated closely with the Supervisory Board in performing inspection and supervision work on key contents, including:

- Implementation of targets and plans approved by the General Meeting of Shareholders and the BOD.
- Implementation of Resolutions of the General Meeting of Shareholders and the BOD.
- Monitoring, reviewing, and evaluating the implementation of production and business plans and economic indicators; on that basis, promptly directing the Board of Management in allocating and using resources to meet the Company's operational requirements.

- Supervision of quarterly financial reports submitted by the Board of Management to the BOD.

During the inspection and supervision process, the Board of Management coordinated actively, creating favorable conditions and promptly assigning relevant staff to provide necessary records and documents, helping the BOD and the Supervisory Board perform their supervisory functions and duties as prescribed.

The Supervisory Board maintained close coordination with the BOD and the Board of Management during the performance of its duties, while still ensuring operational independence as prescribed. The Supervisory Board regularly exchanged and discussed with the BOD, the Board of Management, and the Company's managers about issues related to production and business activities and governance work.

The BOD promptly provided documents for BOD meetings to the Supervisory Board for research, review, and feedback. At the same time, the Board of Management created favorable conditions for the Supervisory Board to access and collect information and documents related to the Company's production and business activities upon request.

### **III. Corporate governance training**

In 2025, all members of the Board of Directors, the Board of Management, the Supervisory Board, and relevant departments of the Company were trained and regularly updated on new legal regulations and internal regulations on corporate governance to improve awareness and capacity in performing governance work.

The Board of Directors and the Board of Management sent representatives to participate in training programs, workshops, and thematic seminars on corporate governance and best governance practices; while promptly updating legal regulations.

### **IV. Report on transactions between the Company, subsidiaries, and other enterprises controlled by the Company with 50% or more of charter capital with BOD members and their related persons; transactions between the Company and companies where BOD members are founding members or enterprise managers within the last 3 years prior to the transaction time**

1. In 2025, there were no transactions between the Company, subsidiaries, and other companies controlled by the Company with 50% or more of charter capital with members of the Board of Directors, the Director, and their related persons; transactions between the Company and companies where members of the Board of Directors are founding members or enterprise managers within the 03 years prior to the transaction time occurring at PPC.

2. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, internal persons, and related persons of internal persons:



No.	Name of organization/ individual	Relationship with the Company	ID/Passport No.*, Date of issue, Place of issue	Head office Address/ Contact address	Transaction time	Content, quantity, total transaction value
1	PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC)	Shareholder holding 51.03% of shares	200 1012 298	No. 647 - 649, Ngo Quyen Street, An Xuyen Ward, Ca Mau Province	From January 01, 2025 to December 31, 2025	310,087,885,772 VND (Sales)
2	PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC)	Shareholder holding 51.03% of shares	200 1012 298	No. 647 - 649, Ngo Quyen Street, An Xuyen Ward, Ca Mau Province	From January 01, 2025 to December 31, 2025	17,224,260,471 VND (Purchases)
3	Korea - Vietnam Fertilizer Co., Ltd.	Related party of a major shareholder	0313 300 594	Lot D10b, D3 Street, Hiep Phuoc Industrial Park, Hiep Phuoc Commune, Ho Chi Minh City	From January 01, 2025 to December 31, 2025	3,794,877,050 VND (Sales)

3. Value of other transactions with related persons of the Company: None

4. Transactions between internal persons of the Company, related persons of internal persons with subsidiaries, companies controlled by the listed Company: None.

#### V. OPERATIONAL DIRECTION AND PLAN FOR 2026

The Board of Directors determines the key directions and tasks in 2026, aimed at improving governance efficiency, ensuring stable and sustainable production and business operations, specifically as follows:

- Continue to perfect the corporate governance system according to best governance practices, comply with legal regulations, and suit the Company's actual conditions; improve the role, operational efficiency, and supervisory capacity of the Board of Directors, contributing to enhancing competitiveness, expanding the market, and increasing the value of the PPC brand.

- Basically complete the internal governance system, including the system of internal regulatory documents and governance systems; continue to consolidate the management and administration apparatus; apply information technology and implement digital transformation activities in governance and administration.

- Strengthen risk management, proactively identify and evaluate potential risks in production and business, financial, market, legal, and environmental activities; build appropriate response scenarios to limit adverse impacts on the Company's activities.

- Organize the operation of the Factory safely, stably, and effectively; perform maintenance and repair work well according to plan, quality, and cost savings; focus on occupational safety, hygiene, and fire prevention and fighting.

- Improve financial management efficiency, ensure cash flow safety, reasonably balance capital sources and capital usage needs; strengthen debt management, optimize the efficiency of using the Company's capital and assets.

- Continue to promote human resource training and development, especially for the management team and professional personnel; improve governance and administration capacity and meet the Company's sustainable development requirements.

- Strengthen research and development (R&D), diversify packaging and fertilizer products to promptly meet market demand; simultaneously promote communication activities, expand consumption markets, and seek new markets.

- Strictly control economic-technical norms; strengthen cost and product price management according to issued norms. In which, focus on controlling selling expenses and production costs; reduce energy and material consumption norms.

- Control and minimize impacts on the environment during production and business activities; fully comply with legal regulations on environmental protection, aiming for sustainable development.

- Continue to implement and spread the PPC corporate culture associated with the performance of production and business tasks, social security activities, strengthening internal cohesion, and building a working environment.

- Research and consider the direction of diversifying business lines on the basis of promoting the Company's existing strengths; prioritize fields with connectivity and support for main production and business activities, contributing to dispersing risks, expanding revenue sources, and improving the overall operational efficiency of the Company.





No.: /BC-PPC

Ca Mau, date. month year 2026

## **2025 BUSINESS PERFORMANCE REPORT AND 2026 BUSINESS PLAN OF PPC**

To: General Meeting of Shareholders of Vietnam Petroleum Packaging Joint Stock Company (PPC)

Pursuant to Resolution No. 01/NQ-DHCD dated May 22, 2025, of the General Meeting of Shareholders approving the 2025 Business Plan of PPC and the 2026 profit distribution plan;

In accordance with the duties stipulated in the Charter of Vietnam Petroleum Packaging Joint Stock Company, the Director of the Company hereby reports to the General Meeting of Shareholders on the business performance in 2025 and the business orientation for 2026 as follows:

### **PART I**

#### **2025 BUSINESS PERFORMANCE STATUS**

##### **1. General Assessment**

The domestic and international economic environment has recovered slowly; geopolitical fluctuations and global energy price volatility have evolved complexly, directly impacting input material costs, especially plastic resins, coupled with high transportation costs, placing significant pressure on cost management and production efficiency.

The fertilizer consumption market has yet to show positive signals, market competition is increasingly fierce, and profit margins tend to narrow. Regarding the packaging sector, although production volume has grown well, customers' increasingly high requirements for product quality, delivery schedules, and pricing have created significant pressure on production organization, quality control, and cost optimization.

Additionally, some machinery and equipment have been in operation for many years, increasing maintenance and repair costs; meanwhile, investment capital remains limited compared to the needs for technological innovation and production expansion. Market forecasting under rapidly changing conditions still carries risks, affecting the development of business plans and resource balancing.

Facing these challenges, PPC has proactively implemented solutions to ensure stable operations, optimize efficiency, and adapt flexibly, aiming to complete the 2025 business plan.

## 2. Business Performance Results

No.	Indicator	Unit	2024 Performance	2025			
				2025 Plan (Resolution 01)	Performance	% Completion/Plan (Res 01)	% Completion / Previous Period
I	Volume indicators						
1	Production volume						
	Packaging	Thousand bags	28,478.99	27,000.00	30,883.11	114.38%	108.44%
	Fertilizer	Tons	4,241.07	7,500.00	4,350.13	58.00%	100.21%
2	Consumption volume						
	Packaging	Thousand bags	28,489.93	27,000.00	30,487.77	112.92%	107.01%
	Fertilizer	Tons	5,220.00	10,000.00	11,388.00	113.88%	156.88%
II	Financial indicators						
1	Total revenue	Million VND	271,542	307,256	422,240	127.41%	113.55%
2	Profit before tax	Million VND	10,469	9,349	10,556	112.90%	100.83%
3	Profit after tax	Million VND	8,129	7,479	8,140	108.84%	100.01%
4	State budget payments	Million VND	4,088	8,068	6,151	76.23%	150.46%
5	Profit before tax/Climate capital ratio	%	21.81%	19.48%	21.99%	112.90%	100.83%
6	EBT/Equity Ratio	%	15.23%	13.44%	15.08%	112.13%	98.99%
7	Debt/Equity Ratio	Times	1.22	0.93	0.88	95.53%	72.70%
III	Investment and Procurement Indicators						
1	Capital Construction and Equipment Procurement						
	- Actual investment value	Million VND	14,000.03	8,829.00	8,029.84	90.95%	57.34%
	- Disbursement value	Million VND	14,000.03	8,829.00	8,029.84	90.95%	57.34%
	In which: - Equity	Million VND	1,214.88	2,648.70	3,306.81	124.85%	272.19%
	- Loans + others	Million VND	12,785.15	6,180.30	4,723.03	76.42%	36.93%
IV	Other indicators						
	Labor and income						
	- Number of employees at end of period	Person	220	225	231	102.67%	105.00%
	- Average number of employees during period	Person	216	225	226	100.56%	104.58%
	- Average income	Million VND/person/month	11.59	10.22	12.43	121.70%	107.27%
	- Labor productivity (based on revenue)	Million VND/person/month	143.27	113.81	155.52	136.65%	108.47%
	Training implemented	Person-times	720	1,223	350	28.62%	48.61%
	Training budget	Million VND	294.29	329.20	383.81	86.21%	96.44%

### ➤ Production:

The Packaging Factory operated at 30,883.11 thousand bags, reaching 114.38% of the plan and an increase of 8.44% compared to 2024, completing the set plan.

The Fertilizer Factory produced 4,350.13 tons (4,325.13 tons of N.Humate fertilizer), equal to 58.00% of the plan and reaching 100.21% compared to 2024.

### ➤ Business:



Packaging sales volume in 2025 reached 30,487.77 thousand bags, achieving 112.92% of the plan and 107.01% compared to 2024, completing the set plan.

Fertilizer sales volume in 2025 reached 11,388.00 tons, achieving 113.88% of the plan and an increase of 36.88% compared to 2024, as PPC strengthened the expansion of self-trading fertilizer (6,000 tons), completing the set plan.

Total revenue reached 422.24 Billion VND, achieving 137.41% of the plan and 113.55% compared to 2024, completing the set plan.

Profit before tax in 2025 reached 10.56 Billion VND, an increase of 12.90% compared to the plan and reaching 100.83% compared to 2024, completing the set plan.

Profit after tax in 2025 reached 8.14 Billion VND, an increase of 8.84% compared to the plan and reaching 100.01% compared to 2024, completing the set plan.

Some of PPC's financial indicators are as follows:

+ Profit before tax/Owner's Equity ratio reached 15.08%, achieving 112.13% of the plan.

➤ *Investment:*

In 2025, PPC implemented and completed 03/03 investment items according to the plan, reaching a rate of 100%, specifically as follows:

- Transformer station: Total investment of 1.5 Billion VND, contract signed and completed in October 2025, settlement value of 1.47 Billion VND.
- 06 weaving machines: Total investment of 2.4 Billion VND, acceptance completed in September 2025, settlement value of 2.31 Billion VND.
- Bag blowing machine: Total investment of 0.93 Billion VND, completed in November 2025, settlement value of 0.66 Billion VND.

➤ *Procurement:*

PPC also performed additional procurement of some fixed assets for business operations, including:

- 16-ton truck: Completed in July 2025, value of 2.15 Billion VND.
- 7-9 seater vehicle: Completed in August 2025, value of 1.44 Billion VND.
- Cutting and sewing machine: Completed in August 2025, value of 1.05 Billion VND.
- Packaging production management system: value of 0.98 Billion VND, currently in the demo trial phase.

➤ *Other work.*

PPC Company strictly controls costs and strengthens waste prevention to optimize efficiency and profit in business operations. At the same time, the Company fully complies with the provisions of the Enterprise Law, Securities Law, regulations for listed companies, and the Company Charter.

In management and administration, PPC strictly implements the Charter, the Working Regulations of the Board of Directors, the Operating Regulations of the Supervisory Board, regulations on decentralization of authority in investment and procurement, and other internal management regulations, thereby ensuring

transparency, improving management efficiency, and aiming for sustainable development.

➤ *Security, HSE, environment, and fire prevention and fighting:*

Ensure internal security and order, fully implement legal regulations on environmental protection and fire prevention and fighting, with no related incidents occurring. Maintain good progress in building a "Typical Enterprise in the All-People National Security Protection Movement in 2025" and recognized as a "Typical Advanced Unit in the All-People Fire Prevention and Fighting Movement" in 2025.

Comply with regulations on occupational safety and hygiene. On September 20, 2025, 01 fatal occupational accident occurred. After the incident, the unit coordinated with functional agencies to investigate, rectify, prevent, and put the Factory back into operation on October 31, 2025; simultaneously coordinated with relevant units to complete benefits for employees according to regulations.

Conduct periodic health check-ups for employees 02 times/year; ensure timely distribution of medicine and medical supplies; implement mosquito prevention and control measures to protect employee health.

The unit maintains fertilizer conformity certification and quality management system according to ISO 9001:2015, and performs re-certification of the environmental management system according to ISO 14001:2015. Internal audits are implemented substantively, supporting inspection and improving compliance efficiency.

➤ *Building and implementing the Corporate Culture program.*

PPC Company orients to build corporate culture on the foundation of core values: "Credibility – Responsibility – Friendliness – Creativity". This is the guiding principle in all activities, aiming to improve work efficiency, create a positive working environment, and create motivation for the sustainable development of the enterprise.

Organize tourism programs combined with integrating corporate culture values to improve the spiritual life of employees, while strengthening cohesion and team spirit among all staff and employees.

Besides that, PPC especially emphasizes building a culture of compliance throughout all business activities. Strict adherence to internal regulations and compliance with the law not only contributes to consolidating transparency and professionalism but is also an important foundation to help the enterprise operate stably, limit risks, and develop long-term.

### 3. Financial Status Report

#### 2025 Financial Indicators

➤ *Financial status:*

Indicator	Unit	2024 Actual	2025 Actual	2025 Actual/ 2024 Actual
Total assets	Billion VND	152.31	131.90	87%
Net revenue	Billion VND	370.23	420.63	114%
Profit from business operations	Billion VND	10.48	10.51	100%
Other profit	Billion VND	-0.01	0.05	815%
Profit before tax	Billion VND	10.47	10.56	101%



Profit after tax	Billion VND	8.14	8.14	100%
Dividend payout ratio	%	50.12%	50.12%	100%

➤ *Key financial indicators:*

Indicator	Unit	2024	2025
1. Solvency indicators			
+ Current ratio:	Times	1.41	1.59
+ Quick ratio:	Times	0.63	0.73
2. Capital structure indicators			
+ Debt/Total assets ratio	Times	0.55	0.47
+ Debt/Equity ratio	Times	1.22	0.88
3. Operating capacity indicators			
+ Inventory turnover:	Times	7.83	7.53
+ Total asset turnover:	Times	2.67	2.96
4. Profitability indicators			
+ Profit after tax/Net revenue ratio	%	2.20%	1.94%
+ Profit after tax/Average equity ratio	%	11.99%	11.73%
+ Profit after tax/Average total assets ratio	%	5.87%	5.73%
+ Profit from business operations/Net revenue ratio	%	2.83%	2.50%

#### 4. Limitations.

##### **Production work:**

Infrastructure and facilities are degraded but have not been invested in synchronously.

Some production stages are still manual, affecting productivity and quality.

Guidance and monitoring of hazard identification and risk assessment by operators still have some limitations.

##### **Business work:**

##### Packaging:

Promotion and contract signing with new customers are still limited; the market still depends heavily on the traditional customer group.

Debt recovery has not reached the schedule and affects cash flow balance.

### Fertilizer:

Fertilizer consumption is heavily affected by natural disasters and floods in key areas. High fertilizer prices and taxes make input costs high, leading to weak purchasing power, especially the N.Humate line which is slow to sell, and large inventory causes storage pressure and quality risks.

Some new products need more time to build market trust and have not reached the set consumption schedule.

New customer data is limited, and the fertilizer processing target has not met the set plan.

### **Financial work:**

Although legal policies are continuously amended and supplemented, because the information update process is passive, there are still many obstacles in practical application.

### **Human Resources work:**

Labor monitoring and management are currently not fully digitized, and software application is still limited.

Some departments at the Production Factory require employees with professional skills; therefore, after recruitment, more training time is needed to gradually improve labor productivity.

## **5. Action plan**

From the results achieved and the remaining limitations, the Company has action plans to complete the 2025 business plan as follows:

### **Production work:**

Implement packaging production management software from planning to quality control to help increase flexibility and optimize efficiency. The multi-level planning system (week/month/quarter/year) is synchronized according to capacity and consumption demand, improving the ability to control progress, balance production capacity, and meet growth. At the same time, backup material sources are proactively managed, especially for materials with long procurement times, ensuring a stable supply chain and maintaining continuous production during peak periods.

Regarding quality, the goal is to reduce 10% of non-conforming (NC) quantities compared to 2025 and not allow serious NC to occur, through strict control and training to improve operational capacity. Test at least 10 types of new materials and continue to improve to enhance finished product quality.

The maintenance plan is detailed for each machine cluster, closely following reality to maintain stable operation, while improving machinery and equipment and processes to eliminate or minimize hazards causing recurring incidents. Occupational safety, hygiene, and fire prevention and fighting work are consolidated, strengthening

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inspection through the Safety and Hygiene team; improving the effectiveness of management system control by periodic internal audits.

Taking automation and digitization as the development axis, PPC focuses on packaging and fertilizer production, automating key stages, and applying production management software to improve productivity, stabilize quality, and optimize costs.

Improve the effectiveness of safety, environmental, and fire prevention management towards proactive prevention, risk control, and compliance with ISO 9001, ISO 14001. Implement training, field supervision, develop risk assessment tools, promote environmental monitoring, upgrade fire prevention/emergency response equipment, and apply digital transformation to build a safe, green, and sustainable working environment.

#### **Business work:**

For the packaging sector, the strategic focus is market penetration through building flexible sales price policies according to the characteristics of each industry. The goal is to reach deep into the supply chain of fertilizer and animal feed factories, thereby increasing the number of new customers by 20%.

Developing market share, debt risk management will be tightened by applying an early warning mechanism and re-evaluating limits for each partner. PPC aims to thoroughly handle outstanding debts and absolutely prevent the occurrence of new bad debts.

Maintaining sustainable growth, the company will focus on improving customer experience through periodic survey activities and improving after-sales service, determined to bring customer satisfaction to over 92%.

For the fertilizer sector, the core strategy is to promote output growth through diversifying the product portfolio and expanding market space to new consumption areas. At the same time, PPC will strengthen links with strategic partners to ensure stable output, thereby solving the problem of optimizing inventory turnover and minimizing storage risks.

#### **Financial work:**

Ensure sufficient financial resources to maintain business operations while meeting the needs of sustainable development investment.

Optimize costs in all activities, from production to operation, to improve business efficiency and profit.

Monitor and analyze expenses according to actual time; build cost evaluation criteria to detect and eliminate unnecessary expenses.

#### **Human Resources work:**

Arrange and organize human resources suitable for the situation of each period.

Ensure training activities closely follow the actual requirements of each department, helping staff improve professional capacity, develop skills, and ensure the quality of the workforce is uniform to meet work more effectively and improve productivity.

Encourage departments to share practical experiences and successful lessons to spread knowledge and improve work efficiency.

Evaluate the effectiveness of each training program based on criteria such as skill improvement, increased productivity, and cost reduction.

Build corporate culture and promote the role and strength of unions, promoting collective strength in business production.

## PART II

### 2026 BUSINESS PRODUCTION TASKS DIRECTION

#### 1. General Assessment

In 2026, PPC will operate in an economic context of gradual recovery but still containing many risks. Fluctuations in material prices, logistics costs, and the impact of climate change continue to affect the agricultural market, thereby directly impacting the demand for packaging and fertilizer consumption. In that context, expanding the external market, diversifying products, and strengthening cost control are key factors helping the Company improve operational efficiency and improve profits. In general, 2026 is the year PPC must simultaneously overcome challenges and seize opportunities to consolidate the foundation, creating a premise for stable and sustainable growth in the following years.

#### 2. 2026 Business Production Goals and Tasks

##### 2.1. Basic indicators

No.	Indicator	Unit	2026 Plan
1	<b>Production output</b>		
	Packaging	Thousand bags	31,500.00
	Fertilizer	Tons	6,000.00
	+ N. Humate Fertilizer		5,000.00
	+ Fertilizer processing		1,000.00
2	<b>Sales volume</b>		
	Packaging	Thousand bags	31,500.00
	Fertilizer	Tons	12,000.00
	+ N. Humate Fertilizer		5,000.00
	+ Self-trading Fertilizer		6,000.00
	+ Fertilizer processing		1,000.00
3	<b>Total Revenue</b>	Billion VND	<b>411.45</b>
	Packaging		289.47
	Fertilizer		121.15



	Financial Revenue		0.83
4	Profit before tax	Billion VND	11.22
5	Profit after tax	Billion VND	8.97
6	Owner's Equity	Billion VND	71.85
	In which: Charter Capital	Billion VND	48.00
	PVCFC ownership ratio	%	51.03%
7	Ratio of PBT/Average Equity	%	17.88%
8	Profit distribution	Billion VND	8.93

## 2.2. Key tasks for 2026

Organize safe and stable operation of the Packaging Factory reaching 100% of design capacity. Operate the Fertilizer Factory reaching a minimum output of 6,000 tons/year.

Build and implement a periodic maintenance, repair, and overhaul plan for the Packaging Factory and Fertilizer Factory to ensure continuous, stable, and effective production operations.

Implement digitization of operational, production, business, and internal management data.

Build a plan and implement the ESG (Environmental - Social - Governance) program at the enterprise.

Absolutely comply with the provisions of the law and internal regulations on fire prevention and fighting.

Maintain an occupational safety and hygiene system reaching ISO or equivalent standards.

Consolidate a lean, effective, and professional management apparatus.

Implement the anti-corruption, anti-negativity, and thrift practice and anti-waste program well.

Continue to build and develop the corporate culture program, engage employees, and improve the image and brand of PPC in the PVCFC ecosystem.

In addition, PPC will perform new tasks according to the Resolution of the General Meeting of Shareholders and the Board of Directors.

2026 has many challenges, but with the high effort and determination of the collective leadership and staff of the Company, we will be determined to overcome all difficulties and challenges, completing the 2026 business production goals and tasks.

Sincerely./.

**DIRECTOR**

No.: 03/PPC-BKS

*Ca Mau, February 02, 2026*

**PROPOSAL**

**Regarding the 2025 Supervisory Report and 2026 Activity Plan of the  
Board of Supervisors of PetroVietnam Packaging Joint Stock Company (PPC)**

**To: The General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company**

Pursuant to the Law on Enterprises 59/2020/QH14, dated June 17, 2020;

Pursuant to the Law on Securities 54/2019/QH14, dated November 26, 2019;

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

The PPC Board of Supervisors respectfully submits to the General Meeting of Shareholders: The 2025 Supervisory Report, the 2026 Activity Plan of the Board of Supervisors (PPC), and the proposal for selecting an auditing firm as per the attached appendix.

Sincerely!

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**

**Recipient:**

- As above;
- Board of Directors, Directorate;
- Archived: Board of Supervisors.

**Attached:**

- 2025 Supervisory Report and  
2026 Activity Plan





## APPENDIX

### 2025 SUPERVISORY REPORT AND 2026 ACTIVITY PLAN OF THE BOARD OF SUPERVISORS OF PETROVIETNAM PACKAGING JOINT STOCK COMPANY (PPC)

*(Attached to Proposal No.: dated month year 2026 of the Board of Supervisors of PetroVietnam Packaging Joint Stock Company)*

#### 1. 2025 SUPERVISORY ACTIVITY RESULTS

##### 1. Evaluation of the Board of Supervisors' activities

Based on the activity plan approved by the General Meeting of Shareholders, the inspection and supervision work of the Board of Supervisors focused on the following issues:

- Monitoring compliance with legal regulations, the Company Charter, and the implementation of Company regulations and rules in the management and administration of the Board of Directors and the Directorate;

- Monitoring and evaluating the implementation of Resolutions of the General Meeting of Shareholders, the Board of Directors, and the Directorate; monitoring and evaluating the implementation results of Resolutions, decisions, and directives of the Parent Company, PVCFC;

- Inspecting and evaluating the implementation of the 2025 production and business plan approved by PetroVietnam Ca Mau Fertilizer Joint Stock Company and the General Meeting of Shareholders.

- Inspecting and monitoring investment, procurement, usage, and capital management activities.

- Reviewing and providing opinions to improve the development of the Company's processes and regulations.

- In 2025, the Board of Supervisors held six (06) meetings to approve issues such as: annual activity plan; assignment of tasks to members of the Board of Supervisors; appraisal of financial statements; quarterly, 6-month, and annual production and business situation; recommendations after inspections, and contributions to the development of the Company's regulations, processes, and rules. Inspection and supervision work was carried out according to the 2025 plan approved by the PVCFC Board of Directors.

- During the performance of their duties, each member of the Board of Supervisors made great efforts and completed their assigned tasks, regularly exchanging work to ensure that the activities of the Board of Supervisors were carried out in a timely, continuous, and highly effective manner. The specific tasks performed by the members of the Board of Supervisors are as follows:

- ✓ *Mr. Le Canh Khanh – Head of the Board:*

- Generally responsible for directing the activities of the Board of Supervisors.
- Organizing the development and implementation of the Board of Supervisors' activity plan.
- Inspecting/monitoring the implementation and compliance with the

11/05/2025

Company Charter, Law on Enterprises, State Laws, Resolutions of the General Meeting of Shareholders, and internal regulations of the Company related to the activities of the Board of Directors and the Company Director.

- Convening meetings of the Board of Supervisors in accordance with the Law on Enterprises, the Company Charter, and the Operating Regulations of the Board of Supervisors.
- Appraising Financial Statements, Reports on production and business results, and the Company's annual salary fund.
- Monitoring the development and implementation of the Company's production and business plan.
- Reporting the Board of Supervisors' report to the General Meeting of Shareholders.
- Participating in monitoring the year-end asset inventory at the Company.
- Consolidating reports of the Board of Supervisors.
- Inspecting/monitoring the implementation of economic and technical norms.
- Participating in monitoring production operations.
- Reviewing accounting books, accounting records, and other documents of the Company when necessary.
- Reviewing/making recommendations on contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders, and information disclosure regarding related parties and transactions with related parties.
- Inspecting/monitoring the implementation and remediation of recommendations from inspection teams.
- Attending meetings of the Board of Directors and the Executive Board (if any).
- Other arising tasks of the Board of Supervisors.

✓ *Ms. Nguyen Thi Le Hang – Member:*

- Participating in developing the Board of Supervisors' activity plan.
- Participating in creating detailed inspection plans for departments/divisions of the Company.
- Participating in monitoring/inspecting production operations.
- Responsible for archiving, issuing, and sending official letters and reports of the Board of Supervisors.
- Inspecting and monitoring the implementation of economic and technical norms.
- Participating in analyzing and appraising financial statements and reports on the Company's production and business results.
- Monitoring/inspecting finance, accounting, salary, human resources, and training work.
- Attending meetings of the Board of Directors and the Executive Board upon



request.

- Other arising tasks of the Board of Supervisors.

✓ *Ms. Nguyen Hoai Phuong – Member;*

- Participating in developing the Board of Supervisors' activity plan.
- Participating in creating detailed inspection plans for departments/divisions of the Company.
- Participating in analyzing and appraising financial statements and reports on the Company's production and business results.
- Inspecting/monitoring the Company's investment, procurement, and business activities.
- Participating in monitoring/inspecting production operations.
- Responsible for collecting information from departments to serve control activities.
- Attending meetings of the Board of Directors and the Executive Board upon request.
- Other arising tasks of the Board of Supervisors.

## **2. Salary, remuneration, and operating expenses of the Board of Supervisors:**

The salary, remuneration, and operating expenses of each member of the Board of Supervisors are paid in accordance with the Company's regulations and have been approved by the General Meeting of Shareholders. The total income of the Board of Supervisors in 2025 was 680.34 Million VND (specifically: Head of the Board: 540.84 Million VND, each Supervisor: 69.75 Million VND).

## **3. Results of inspection and supervision activities in 2025:**

### **3.1. Operational situation:**

In 2025, the Board of Directors provided timely direction for the Company's activities while creating favorable conditions for the Executive Board to proactively provide solutions to effectively manage production and business activities.

The Company's performance results are as follows:

Regarding production output:

In 2025, the Packaging Factory operated at 30,883.11 thousand bags, reaching 114.38% of the plan and an increase of 8.44% compared to 2024, completing the set plan. The fertilizer factory produced 4,350.13 tons (including 4,325.13 tons of N.Humate fertilizer), reaching 58.00% of the annual plan and 100.21% compared to 2024.

Regarding sales output:

Packaging sales output in 2025 reached 30,487.77 thousand bags, reaching 112.92% of the annual plan and 107.01% compared to 2024. Fertilizer sales output in 2025 reached 11,388.00 tons, reaching 113.88% of the annual plan and an increase of 36.88% compared to the same period in 2024, in which self-trading fertilizer reached 6,000 tons, completing the set plan.

Regarding production and business results:

Total revenue in 2025 reached 422.24 Billion VND, reaching 137.41% of the annual plan and 113.55% compared to 2024.



Profit before tax in 2025 reached 10.56 Billion VND, reaching 112.90% of the annual plan and 100.83% compared to 2024.

Profit after tax in 2025 reached 8.14 Billion VND, reaching 108.84% of the annual plan and 100.01% compared to 2024.

- Regarding maintenance, repair, and environmental safety: The Company always focuses on fully implementing the maintenance and upkeep plan for machinery and equipment; the factory is always maintained in a stable operating state and exceeds the designed capacity during the quarter. This plays a decisive role in helping the Company respond in a timely manner, ensuring the delivery schedule for large orders for PVCFC customers and other external partners. Developing and implementing fire prevention, occupational safety and hygiene, and rescue plans, in compliance with legal regulations. Raising the sense of responsibility of employees, preventing fire and explosion incidents. The Company provides PPE for employees and conducts periodic health check-ups in accordance with regulations. In September 2025, an accident occurred at PPC resulting in one fatality.

- Regarding human resources and training: Always in compliance with legal regulations and regulations at PPC.

- Regarding governance: The Company has reviewed and updated regulations and processes to suit the actual situation of production and business activities.

### **3.2. Financial situation:**

Based on reports presented by the Executive Board at periodic Board of Directors meetings, the actual inspection and supervision situation at the unit, and the audit report of the independent auditor (Deloitte Vietnam Company Ltd.), ending December 31, 2025, the Board of Supervisors evaluates as follows:

The financial statements have fully reflected the production and business situation and the financial situation of the Company, meeting Vietnamese accounting standards and complying with regulations on capital management and financial management in accordance with the law. At the end of 2025, basic financial indicators met the requirements, specifically as follows:

- Regarding solvency ratios: The Company's payment indicators are maintained at a safe level. Specifically, the current ratio reached 1.59, showing that the Company ensures the ability to meet short-term debt obligations; the quick ratio reached 0.73, reflecting immediate payment capacity at a level suitable for the nature of operations. In addition, the interest coverage ratio reached 12.30, showing a very good ability to pay interest expenses. In general, the Company's solvency ratios meet the requirements and show a stable financial situation.

- Regarding capital structure and asset ratios: At the end of 2025, the investment ratio in short-term assets reached 0.63 and long-term assets reached 0.37, reflecting an asset allocation structure suitable for the nature of the Company's operations. The debt-to-total-assets ratio at 0.47 shows a reasonable level of financial leverage. In general, the Company's capital structure and assets are considered balanced and ensure financial safety.

- Regarding operating efficiency ratios: In 2025, the Company's operating efficiency indicators were generally maintained at a positive level. Specifically, the accounts receivable turnover reached 93.16. Inventory turnover reached 7.53. Fixed asset turnover reached 9.52. Accounts payable turnover reached 26.69. In general, the Company's operating efficiency in 2025 remained at a good and stable level compared





to the end of 2024.

- Regarding performance efficiency ratios: The profit margin on revenue is 1.94%; the net profit margin on assets is 5.73%; the net profit margin on equity is 11.73%. This shows that profitability in 2025 was under certain pressure compared to 2024, however, the indicators still maintained a level suitable for operating conditions and the market context.

#### **4. Results of monitoring the activities of the Board of Directors and the Executive Board**

In 2025, in addition to periodic meetings, the Board of Directors organized extraordinary meetings to timely obtain the opinions of members in decision-making. The reports of the Board of Directors and the Executive Board have fully and honestly reflected the Company's 2025 operational situation.

The Board of Directors has issued resolutions and decisions related to the Company's activities in accordance with the correct order and authority, in accordance with legal grounds as prescribed by law and the Company. The Executive Board has directed functional units to strictly implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

Members of the Board of Directors fully participated in meetings, worked with a sense of responsibility, monitored and contributed timely opinions to support the Executive Board in managing and operating production and business in 2025.

The Executive Board proactively managed production and business activities, assigning tasks specifically and clearly to ensure timely handling of work.

#### **5. Evaluation of coordination between the Board of Directors, the Executive Board, and the Board of Supervisors**

Coordination between the Board of Directors, the Executive Board, and the Board of Supervisors complies with the provisions of the Law on Enterprises and the Company Charter, based on the principles of openness and transparency to ensure the interests of shareholders and the Company.

The Board of Directors and the Executive Board supported and created favorable conditions for the Board of Supervisors to operate, such as: providing full information on production and business situations, and inviting them to fully participate in meetings of the Board of Directors and the Executive Board. The opinions of the Board of Supervisors were responded to in a timely manner by the Board of Directors and the Executive Board, contributing to improving the quality of management and corporate governance.

#### **6. Recommendations of the Board of Supervisors for the 2026 production and business plan**

Given the difficult business situation, in order to maintain and contribute to improving production and business efficiency in 2026, the Board of Supervisors recommends the following:

- Continue to improve to constantly enhance the quality of packaging and fertilizer products to increase competitiveness;
- Maintain appropriate inventory levels, strive to find cheap, stable, and quality-assured raw material sources;

- Effectively implement solutions for saving, reducing costs, and lowering product costs;
- Organize effective implementation of processing orders for the parent company.
- Implement good cash flow management, improve efficiency and effectiveness in the use of capital and assets;
- Strengthen training and fostering of human resources, ensuring capacity and expertise to serve the work.
- Build corporate culture.

## II. 2026 ACTIVITY PLAN

The Board of Supervisors will continue to monitor and periodically inspect the activities of the Executive Board; as well as strengthen coordination between the Board of Supervisors and the Board of Directors and the Executive Board. The activity plan in 2026 focuses on the following contents:

- Inspect, monitor, and evaluate the implementation and compliance with the law, the Law on Enterprises, the Company Charter, and regulations and decisions of PVCFC regarding the capital representative at PPC.
- Inspect, monitor, and evaluate the implementation of the Resolution of the 2026 Annual General Meeting of Shareholders; the management of capital and assets, the production and business situation; and the implementation of the 2026 plan and goals.
- Inspect the reasonableness, legality, honesty, and level of caution in management and administration of business activities; the consistency and suitability of accounting, statistics, and financial statement preparation.
- Review accounting books, accounting records, and other documents related to the company's production and business activities.
- Appraise the 2025 financial statements, and quarterly and semi-annual financial statements for 2026.
- Inspect and evaluate the effectiveness and efficiency of the internal control system.
- Monitor the implementation of salary fund settlement and the development of salary plans.
- Coordinate with the Board of Supervisors and the Internal Audit Department of PVCFC in inspecting management and production and business activities at the Company.
- Inspect and monitor the implementation and handling of recommendations from inspection teams at the Company.
- Monitor the development and assignment of the 2026 production and business plan.
- Monitor year-end asset inventory activities at PPC.
- Participate in Board of Directors meetings and other meetings of the Company (when necessary).
- Perform other tasks as requested by the General Meeting of Shareholders, major shareholders, and current legal regulations.



### **III. PROPOSAL FOR SELECTING AN AUDITING FIRM**

Based on reviewing and evaluating the capacity of independent auditing firms, the Board of Supervisors respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors and the Executive Board to organize the evaluation and selection of one of the following 4 auditing firms to perform review and audit services for the 2026 financial statements for the Company, in compliance with the Company's regulations and legal regulations.

- KPMG Vietnam Company Ltd.
- Ernst & Young Vietnam Company Ltd.
- PwC (Vietnam) Company Ltd.
- Deloitte Vietnam Company Ltd.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company for consideration and approval./.



No.: 04/TTr-PPC-HD

*Ca Mau, February 02, 2026*

## **PROPOSAL**

### **Regarding the approval of the 2025 audited financial statements of PetroVietnam Packaging Joint Stock Company**

To: The General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company

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

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

Pursuant to Decree No. 155/2020/ND-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company approved by the General Meeting of Shareholders,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 financial statements of PetroVietnam Packaging Joint Stock Company (attached), which have been audited by Deloitte Vietnam Company Ltd.

The 2025 financial statements have been disclosed in accordance with regulations and posted on the Company's website ([www.pbp.vn](http://www.pbp.vn)), including:

1. Auditor's report;
2. Balance sheet as of December 31, 2025;
3. Income statement for the year 2025;
4. Cash flow statement;
5. Notes to the financial statements.

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

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

*Recipient:*

- As above;

- Archive: Clerk, BOD.



No.: /TTt-PPC-HĐ

*Ca Mau, June ....., 2026*

## PROPOSAL

### Regarding the approval of the 2026 business plan of Vietnam Petroleum Packaging Joint Stock Company

To: The General Meeting of Shareholders of Vietnam Petroleum Packaging Joint  
Stock Company (PPC)

Pursuant to the Charter of Vietnam Petroleum Packaging Joint Stock Company  
approved by the General Meeting of Shareholders;

Pursuant to Resolution No. 2678/NQ-PVCFC dated November 03, 2025, of the  
Board of Directors of PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC)  
regarding the approval of the 2026 business plan of PPC;

Pursuant to the 2025 business results and the 2026 market forecast;

The Board of Directors hereby submits to the General Meeting of Shareholders  
for consideration and approval the 2026 business plan of Vietnam Petroleum Packaging  
Joint Stock Company with the following targets:

No.	Target	Unit	2026 Plan
1	Production output		
	Packaging	Thousand units	31,500.00
	Fertilizer	Tons	6,000.00
	+ N. Humate Fertilizer		5,000.00
	+ Other fertilizer processing		1,000.00
2	Sales output		
	Packaging	Thousand units	31,500.00
	Fertilizer	Tons	12,000.00
	- N. Humate Fertilizer		5,000.00
	- Fertilizer trading		6,000.00
	- Other fertilizer processing		1,000.00
3	Total Revenue	Billion VND	411.45
	Packaging		289.47
	Fertilizer		121.15
	Financial		0.83
4	Profit before tax	Billion VND	11.22
5	Profit after tax	Billion VND	8.97
6	Owner's equity	Billion VND	71.85
	In which: Charter capital	Billion VND	48.00
	PVCFC ownership ratio	%	51.03%



No.	Target	Unit	2026 Plan
7	PBT/Average Owner's Equity ratio	%	17.88%

Authorize the Board of Directors to flexibly amend, supplement, and adjust the plan to suit actual business conditions.

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

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN

*Recipients:*

- As above;
- Archived: Admin, BOD





**PROPOSAL**

**Regarding the profit distribution, 2025 fund allocation, and the proposed  
2026 profit distribution and fund allocation plan  
of Vietnam Petroleum Packaging Joint Stock Company**

To: The General Meeting of Shareholders of Vietnam Petroleum Packaging Joint  
Stock Company

Pursuant to the rights and duties of the General Meeting of Shareholders as stipulated in the Company's Charter, the Board of Directors of Vietnam Petroleum Packaging Joint Stock Company hereby submits to the General Meeting of Shareholders (GMS) for approval the Profit Distribution Plan with the following content:

**1. 2025 Profit Distribution Plan**

Pursuant to Resolution No. 01/NQ-ĐHCB dated May 22, 2025, of the General Meeting of Shareholders approving the 2025 Business Plan of PPC and the 2025 profit distribution plan;

Based on the 2025 business results, the Board of Directors proposes the 2025 profit distribution plan as follows:

No.	Item	Ratio	Amount
1	Charter capital		47,995,160,000
2	Undistributed profit after tax from 2024 carried forward		49,294,444
3	Profit after tax in 2025 per audited financial statements		8,140,393,193
4	<b>Profit after tax in 2025 available for distribution</b>		<b>8,189,687,637</b>
5	<b>Allocation of funds from 2025 profit after tax</b>		<b>4,108,036,936</b>
	Development investment fund	25%	2,035,098,298
	Reward fund	10%	814,039,319
	Welfare fund	10%	814,039,319

No.	Item	Ratio	Amount
	Manager reward fund		444,651,675
6	<b>Remaining profit after tax in 2025 after fund allocation</b>		<b>4,081,650,701</b>
7	Dividend payment (in shares)	8.50%	4,079,588,600
8	<b>Remaining undistributed profit carried forward to 2026</b>		<b>2,062,101</b>

In implementation of the 2026-2030 five-year development strategy according to Resolution No. 2392/NQ-PVCFC dated October 03, 2025, of PetroVietnam Ca Mau Fertilizer Joint Stock Company, aimed at increasing revenue, profit, and expanding business operations, the Board of Directors proposes a 2025 stock dividend plan to supplement capital for investment in expansion and increasing the capacity of the packaging factory. Simultaneously, the payment of dividends in shares will increase the Company's charter capital by 4,079,588,600 VND, equivalent to 8.5% of the 2025 profit after tax.

The basis for the proposal is as follows:

No.	Item	Per Resolution No. 01/NQ-ĐHCHĐ	Proposal	Difference	Note
1	Dividend payment	8.5%	8.5%	0.0%	PFC proposes a 2025 stock dividend plan.
2	Development investment fund allocation	25.0%	25.0%	0.0%	
3	Reward fund allocation	10.0%	10.0%	0.0%	
4	Welfare fund allocation	10.0%	10.0%	0.0%	
5	Manager reward fund allocation	216,000,000	444,860,000		02 months of salary for full-time managers

## 2. Proposed 2026 Profit Distribution Plan

No.	Indicators	Ratio	Note
1	Development investment fund	30%	
2	Reward fund allocation	12%	
3	Welfare fund allocation	12%	





4	Supplement to reward and welfare funds (*)		
5	Dividend payment	8.50%	Shares

(\*) Supplement to reward and welfare funds: maximum not exceeding 4 months of the actual average salary of employees.

The implementation of the 2026 profit after-tax distribution shall depend on the company's business situation and be subject to approval by the 2027 Annual General Meeting of Shareholders.

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

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

***Recipient:***

- As above;
- Archive: Clerk, BOD.



No.: /TTr-PPC-HD

*Ca Mau, June ....., 2026*

## **PROPOSAL**

### ***Regarding the issuance of shares for 2025 dividend payment***

To: General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company

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

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

Pursuant to Decree No. 155/2020/ND-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company approved by the General Meeting of Shareholders;

The Company's actual need for working capital to serve production and business activities;

The Company's audited financial statements for 2025.

The Board of Directors of PetroVietnam Packaging Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the plan to issue shares for 2025 dividend payment with the following contents:

1. **Share name** PetroVietnam Packaging Joint Stock Company shares
2. **Securities code** PBP
3. **Share type** Common shares
4. **Par value** 10,000 VND/share
5. **Purpose of issuance** 2025 dividend payment
6. **Dividend payment rate** 8.5% of charter capital
7. **Total number of shares** 4,799,516 shares
8. **Number of outstanding shares** 4,799,516 shares
9. **Number of treasury shares** 0 shares
10. **Number of shares expected to be issued** 407,958 shares
11. **Expected value of issued shares at par value:** 4,079,588,600 VND.
12. **Expected increase in charter capital:**

Charter capital before issuance	47,995,160,000 VND.
Expected increase in charter capital	4,079,588,600 VND.
Charter capital after issuance	52,074,748,600 VND.





13. **Form of issuance and implementation capital source:** dividend payment in shares from undistributed profit after tax according to the 2025 audited financial statements.
14. **Issuance target:** Existing shareholders named in the list on the final registration date to close the shareholder list for exercising dividend rights.
15. **Method of issuance:** Shares issued to existing shareholders will be distributed according to the method of exercising rights.
16. **Right exercise rate:** 8.5% of charter capital. Each shareholder owning 01 share is entitled to 01 right to receive dividends in shares.
17. **Plan for handling fractional shares (if any):**

The number of shares arising from the dividend payment issuance will be rounded down to the unit level, and the decimal fraction will be recorded in the company's undistributed profit after tax.

Example: on the date of closing the shareholder list for dividend payment in shares, shareholder Nguyen Van A owns 350 shares. Accordingly, shareholder A will receive an additional  $350 \times 8.5\% = 29.75$  shares. According to the plan for handling fractional shares, the number of shares shareholder A receives after rounding down to the unit level is 29 shares, and the 0.75 fractional share will not be received.

The increased charter capital will be recorded corresponding to the total number of shares actually received by each shareholder according to the aforementioned rounding principle multiplied by the par value of 10,000 VND/share.

The positive difference (fractional shares) between the total number of shares expected to be issued for dividend payment (calculated at a par value of 10,000 VND/share) and the total value of shares actually distributed to existing shareholders (calculated at a par value of 10,000 VND/share) will be retained in the company's undistributed profit after tax source.

18. **Transfer provisions**
  - The right to receive dividends in shares is non-transferable.
  - Additional shares issued for dividend payment to existing shareholders are not subject to transfer restrictions.
19. **Plan for using capital obtained from the issuance:** the detailed capital usage plan will be authorized to the Board of Directors (BOD) for decision.
20. **Implementation time:** expected to be implemented in 2026, the specific date for closing the shareholder list is authorized by the General Meeting of Shareholders to the BOD for decision after approval by the State Securities Commission.
21. **Securities depository registration and additional listing**

Approve the registration of centralized securities depository at the Vietnam Securities Depository and the registration of additional listing of the entire number of the company's outstanding shares at the Hanoi Stock Exchange (HNX) in accordance with current legal regulations.
22. **Approve the change of charter capital in the Company Charter and the adjustment of the business registration certificate at the Ca Mau Department of Finance after**

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reporting the issuance results to the State Securities Commission.

**23. Authorization to the Board of Directors**

The General Meeting of Shareholders authorizes the BOD to perform related tasks as follows:

- Select the date for closing the shareholder list to implement the plan to increase charter capital from equity.
- The Company's BOD decides on the handling plan in case the capital is not fully collected according to the issuance plan in accordance with the law.
- Decide on the handling plan for undistributed shares and arising fractional shares (if any).
- The Company's BOD carries out necessary issuance procedures, registers additional securities at the Vietnam Securities Depository, and registers additional listing of the company's shares at the Hanoi Stock Exchange in accordance with regulations.
- Perform procedures to amend the Company Charter according to the new charter capital after issuance.
- Conduct related procedures with the State Securities Commission, Hanoi Stock Exchange, and Ca Mau Department of Finance.
- Other issues related to the issuance.

Respectfully submit to the General Meeting of Shareholders for approval!

**Recipients:**

- As stated above;
- BOD, Supervisory Board;
- Archived: Admin Dept, BOD.

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





No.: /TTr-PPC

*Ca Mau, June ....., 2026*

**PROPOSAL**

***Regarding the amendment and supplementation of registered business lines  
of PetroVietnam Packaging Joint Stock Company (PPC)***

To: General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company  
(PPC)

- Pursuant to the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14, dated November 26, 2019;
- Pursuant to the Law on Investment No. 143/2025/QH15, dated December 11, 2025;
- Pursuant to Decree No. 155/2020/NĐ-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 168/2025/NĐ-CP, dated June 30, 2025, on Business Registration;
- Pursuant to Decision No. 36/2025/QĐ-TTg, dated September 29, 2025, on the Vietnam Standard Industrial Classification;
- Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company (PPC) approved by the General Meeting of Shareholders.

In line with the Company's strategic development orientation and to diversify business lines, the Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Company's registered business lines as follows:

No.	Industry Code	Industry Name	Note
1	4679	Wholesale of other specialized products not elsewhere classified	Change of industry code according to Decision 36/2025/QĐ-TTg, dated September 29, 2025
2	1105	Manufacture of non-alcoholic beverages, mineral water	



3	5210	Warehousing and storage of goods	
4	5229	Other support service activities related to transportation	
5	5231	Cargo transport intermediary service activities	
6	5232	Passenger transport intermediary service activities	
7	7821	Temporary employment agency activities	
8	7822	Other human resources provision	
9	8121	General cleaning of buildings	
10	8129	Other cleaning services	
11	8130	Landscape service activities	
12	8210	Office administrative and support activities	
13	8230 Organizing conventions and trade shows	Organization of trade promotion and introduction	
14	3540	Intermediary or agency activities for electricity and gas	
15	5224	Cargo handling	
16	5610	Restaurants and mobile food service activities	
17	5621	Event catering activities	

We respectfully submit to the General Meeting of Shareholders for consideration and approval the supplementation of the registered business lines as stated above.

Sincerely/.

**Recipients:**

- As above;
- Supervisory Board
- Administration Dept., Board of Directors

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





**REPORT**

**Salaries, Bonuses, Remuneration, and Other Benefits in 2025  
and 2026 Plan for the Management and Executive Board**

**To: General Meeting of Shareholders - PetroVietnam Packaging Joint  
Stock Company**

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

Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company  
approved by the General Meeting of Shareholders,

The Board of Directors respectfully reports to the General Meeting of  
Shareholders on the implementation of salaries, bonuses, remuneration, and other  
benefits in 2025 and the 2026 plan for the Management and Executive Board (Board  
of Directors, Board of Management, Board of Supervisors, and Chief Accountant) as  
follows:

**I. Implementation status in 2025:**

Unit: Million VND

No.	Full name	Position	Salary, remuneration	Bonuses, other benefits	Total	Note
<b>I</b>	<b>Board of Directors:</b>		<b>875.22</b>	<b>32.00</b>	<b>907.217</b>	
1	Nguyen Duc Thuan	Chairman of the BOD	39.67	-	39.67	From January 01, 2025 to May 30, 2025
2	Le Dang Thach	Chairman of the BOD	504.64	32.00	536.64	From May 30, 2025
3	Tran Thien Hong	Member of the BOD	31.73	-	31.73	From January 01, 2025 to May 30, 2025
4	Do Thanh Hung	Member of the BOD	110.30		110.30	
5	Tran Nhu Quynh	Member of the BOD	110.30		110.30	
6	Huynh Thi Huong Lan	Member of the BOD	78.57		78.57	From May 30, 2025
<b>II</b>	<b>Board of Supervisors</b>		<b>617.60</b>	<b>62.74</b>	<b>680.34</b>	
1	Le Canh Khanh	Head of the BOS	478.10	62.74	540.84	
2	Nguyen Hoai Phuong	Member of the BOS	69.75		69.75	

No.	Full name	Position	Salary, remuneration	Bonuses, other benefits	Total	Note
3	Nguyen Thi Le Hang	Member of the BOS	69.75		69.75	
<b>III</b>	<b>Board of Management:</b>		<b>1,323.17</b>	<b>165.97</b>	<b>1,489.14</b>	
1	Nguyen Trung Kien	Director	826.98	101.23	928.21	
2	Nguyen Thanh Nhuan	Deputy Director	496.19	64.74	560.93	
<b>IV</b>	<b>Chief Accountant:</b>		<b>338.84</b>	<b>48.49</b>	<b>387.33</b>	
1	Tran Minh Nhut	Chief Accountant	338.84	48.49	387.33	
<b>Total:</b>			<b>3,154.83</b>	<b>309.20</b>	<b>3,464.03</b>	

- Details of the bonus fund and other benefits are as follows:

No.	Description	Amount (VND)	Note
1	Bonus fund for the Executive Board deducted from 2024 profit (Resolution: 01/NQ-DHĐCĐ dated May 30, 2025)	259,200,000	
2	Bonus source from production and business expenses	50,000,000	
	<b>Total</b>	<b>309,200,000</b>	

## I. 2026 Plan:

### 1. Basis:

- Pursuant to the Regulations on management of labor, salaries, remuneration, and bonuses at enterprises controlled by PVN, issued with Decision No. 7468/QĐ-CNNL dated August 26, 2025, of PVN (Regulation 7468);

Pursuant to Resolution No. 16/NQ-PVCFC dated January 05, 2026, approving the basic salary levels and criteria for determining basic salary levels at member entities;

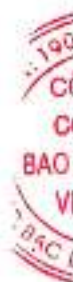
Pursuant to Official Dispatch No. 17/PVCFC-QTNL dated January 08, 2026, on guidelines for implementing labor, salary, remuneration, and bonus management at PVCFC member entities.

- Implementation status in 2025, planned tasks, and the number of members of the Management and Executive Board in 2026.

### 2. Planned salary fund for the Executive Board:

### 3. Planned salary and remuneration fund for the Board of Directors - Board of Supervisors:

- Chairman of the Board of Directors: 01 full-time person
- Head of the Board of Supervisors: 01 full-time person
- Non-executive member of the Board of Directors: 04 people
- Non-executive member of the Board of Supervisors: 02 people
- Average salary of the Board of Directors and Board of Supervisors:
- + Chairman of the Board of Directors: 84 Million VND





+ Member of the Board and Head of the Board of Supervisors: 63 Million VND

+ Member of the Board of Supervisors: 42 Million VND

- The remuneration for non-executive members of the Board and members of the Board of Supervisors is equal to 20% of the average salary of full-time members of the Board and members of the Board of Supervisors.

- Salary and remuneration fund for the Board of Directors - Board of Supervisors: 2,570.40 Million VND.

- Bonus fund for the Management and Executive Board: 2 months of average actual salary of the full-time Management and Executive Board: 820.40 Million VND.

#### **4. Distribution of salaries and bonuses for the Management and Executive Board:**

The distribution of the salary, remuneration, and bonus funds for the Management and Executive Board shall be carried out in accordance with the Regulations on salaries, bonuses, and policies for the Management and Executive Board issued by the Company's Board of Directors.

#### **5. Mechanism for determining the actual Salary, Remuneration, and Bonus Funds:**

##### *a. Actual salary fund:*

- The actual salary fund is determined based on the actual number of full-time Management and Executive Board members (calculated as a monthly average) and the average actual salary level.

- The average actual salary level is determined based on the planned average salary level linked to the level of completion of specific production and business targets as follows:

+ If the Company completes the production and business plan and the actual profit equals the planned profit, the average actual salary level is determined to be equal to the planned average salary level.

+ If the Company completes the production and business plan and the actual profit exceeds the plan, for every 1% of profit exceeding the planned profit, the average actual salary level is calculated with an additional 02%, but not exceeding 20% compared to the planned average salary level.

##### *b. Actual bonus fund:*

*The bonus fund for members of the Executive Board working under appointment, members of the Board, and Supervisors is at most as follows:*

- *No more than 02 months of average actual salary and remuneration, if the actual profit is equal to or higher than the planned profit.*

- *No more than 02 months of average actual salary and remuneration multiplied by the ratio of actual profit to planned profit, if the actual profit is lower than the plan but not lower than 1.0 month of actual salary."*

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

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Sincerely!

***Recipient:***

- As above;
- Archive at Office, HR & Admin Dept.

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





No.: /TTr-PPC-HD

*Ca Mau, June ....., 2026*

## **PROPOSAL**

### **Regarding the approval of transactions and sales contracts with related parties of PetroVietnam Packaging Joint Stock Company of PetroVietnam Packaging Joint Stock Company**

To: General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company (PPC)

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

Pursuant to Decree No. 155/2020/ND-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company approved by the General Meeting of Shareholders;

To ensure that transactions between PPC and its related parties comply with current legal regulations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the signing of sales contracts and transactions between PPC and its related parties in 2026 and the first 6 months of 2027 according to the following list:

#### **1. Transactions between PPC and PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC):**

##### **1.1. Supply of packaging**

- Participate in bidding for the 2026-2027 packaging supply order with an expected quantity of 53 million bags, total contract value of 609 Billion VND, implementation period from August 2026 to the end of July 2028,

- Self-trading packaging with an expected quantity of 6 million bags, total contract value of 33.37 Billion VND.

##### **1.2. Supply of fertilizer**

- N.Humate + TE, bio-NPK fertilizer with a total output of 23,000 tons, total contract value of 289.8 Billion VND.

##### **1.3. Supply of Trade – Services with a total expected value of 82 Billion VND.**

The total value of transaction contracts is 684.30 Billion VND, in which the total contract execution value in 2026 is 390.12 Billion VND and the total contract execution value in the first 6 months of 2027 is 294.17 Billion VND.

#### **2. Transactions between PPC and Korean-Vietnamese Fertilizer Co., Ltd.**



**(KVF):**

2.1. Supply of packaging with an expected quantity of 1.5 million bags, total contract value of 15.7 Billion VND.

2.2. Supply of fertilizer with an expected quantity of 3 thousand tons, total contract value of 37.5 Billion VND.

The total value of transaction contracts is 53.21 Billion VND, in which the total contract execution value in 2026 is 35.48 Billion VND and the total contract execution value in the first 6 months of 2027 is 17.73 Billion VND.

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

***Recipients:***

- As above;
- Office archives.

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





**APPENDIX 01:**  
**INFORMATION ON ENTITIES SIGNING TRANSACTION CONTRACTS**

No.	Entity of the contract/transaction	Entity information
1	PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC)	Tax ID: 2001012298 Address: No. 647 - 649, Ngo Quyen Street, An Xuyen Ward, Ca Mau Province, Vietnam
2	Korean-Vietnamese Fertilizer Co., Ltd. (KVF)	Tax ID: 0313300594 Address: Lot D10b, D3 Street, Hiep Phuoc Industrial Park, Hiep Phuoc Commune, Ho Chi Minh City



**APPENDIX 02:**

**LIST OF SALES CONTRACTS BETWEEN PPC AND RELATED PARTIES  
EXPECTED TO ARISE IN 2026 AND THE FIRST 6 MONTHS OF 2027**

No.	Entity signing the contract, transaction	Basic content of the transaction contract			
		Subject/content of the contract	Unit	Expected transaction contract value (including VAT)	
				2026	First 6 months of 2027
1	PetroVietnam Ca Mau Fertilizer Joint Stock Company (PVCFC)	<b>1.1. Packaging of all types</b>			
		- Participate in bidding for the 2026 – 2027 packaging supply order: + Implementation period: 08/2026 - 07/2028 + Expected quantity: 53 million bags + 700 copper printing cylinders + Unit price: adjusted, calculated according to the formula. + Total expected contract value: 609 Billion VND.	Billion VND	126.87	152.25
		DCM self-trading bags	Billion VND	22.25	11.12
		<b>1.2. Fertilizer of all types</b>	Billion VND		
		N.Humate + TE 28.5/Bio-NPK	Billion VND	189.00	100.80
		<b>1.3. Trade - Services</b> (Raw materials for NPK production, human resources, logistics, etc.)	Billion VND	52.00	30.00
2	Korean-Vietnamese Fertilizer Co., Ltd. (KVF)	<b>2.1. Packaging of all types</b>	Billion VND	10.48	5.24
		<b>2.2. Fertilizer of all types</b>	Billion VND	25.00	12.50





No.: /TTr-PPC

*Ca Mau, June ....., 2026*

**PROPOSAL**

***Regarding the amendment and supplementation of registered business lines  
of PetroVietnam Packaging Joint Stock Company (PPC)***

To: General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company  
(PPC)

- Pursuant to the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14, dated November 26, 2019;
- Pursuant to the Law on Investment No. 143/2025/QH15, dated December 11, 2025;
- Pursuant to Decree No. 155/2020/NĐ-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 168/2025/NĐ-CP, dated June 30, 2025, on Business Registration;
- Pursuant to Decision No. 36/2025/QĐ-TTg, dated September 29, 2025, on the Vietnam Standard Industrial Classification;
- Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company (PPC) approved by the General Meeting of Shareholders.

In line with the Company's strategic development orientation and to diversify business lines, the Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Company's registered business lines as follows:

No.	Industry Code	Industry Name	Note
1	4679	Wholesale of other specialized products not elsewhere classified	Change of industry code according to Decision 36/2025/QĐ-TTg, dated September 29, 2025
2	1105	Manufacture of non-alcoholic beverages, mineral water	

3	5210	Warehousing and storage of goods	
4	5229	Other support service activities related to transportation	
5	5231	Cargo transport intermediary service activities	
6	5232	Passenger transport intermediary service activities	
7	7821	Temporary employment agency activities	
8	7822	Other human resources provision	
9	8121	General cleaning of buildings	
10	8129	Other cleaning services	
11	8130	Landscape service activities	
12	8210	Office administrative and support activities	
13	8230	Organization of trade promotion and introduction	
	Organizing conventions and trade shows		
14	3540	Intermediary or agency activities for electricity and gas	
15	5224	Cargo handling	
16	5610	Restaurants and mobile food service activities	
17	5621	Event catering activities	



We respectfully submit to the General Meeting of Shareholders for consideration and approval the supplementation of the registered business lines as stated above.

Sincerely./.

**Recipients:**

- *As above;*
- *Supervisory Board*
- *Administration Dept., Board of Directors*

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



No.: /TTr-PPC-HĐ

*Ca Mau, June ... .., 2026*

**PROPOSAL**

***Regarding the amendment and supplementation of the Company Charter,  
Internal Regulations on Corporate Governance, and Regulations on the Operation  
of the Board of Directors  
of Petrovietnam Packaging Joint Stock Company (PPC)***

To: The General Meeting of Shareholders of Petrovietnam Packaging Joint Stock Company  
(PPC)

- Pursuant to the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14, dated November 26, 2019;
- Pursuant to the Law on Investment No. 143/2025/QH15, dated December 11, 2025;
- Pursuant to Decree No. 155/2020/NĐ-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/NĐ-CP, dated September 11, 2025, amending and supplementing a number of articles of the Government's Decree No. 155/2020/ND-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors (as per the attached appendix).

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

**ON BEHALF OF THE BOARD OF DIRECTOR:  
CHAIRMAN**

**Recipients:**

- As above;
- Supervisory Board;
- Archive: Clerk, BOD.

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**



**CHARTER**

**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

*Approved by the General Meeting of Shareholders on ....., 2026*

*Ca Mau, ....., 2026*





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## **PREAMBLE**

This Charter was approved by the decision of the General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company at the meeting held on ....., 2026.

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

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

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

a. "Charter capital" is the total par value of shares sold or registered for purchase upon business establishment and as stipulated in Article 6 of this Charter;

b. "Voting capital" is the share capital, by which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

c. "Law on Enterprises" is the Law on Enterprises dated June 17, 2020;

d. "Law on Securities" is the Law on Securities dated November 26, 2019;

e. d. "Date of establishment" is the date the Company is granted the initial Certificate of Enterprise Registration (Business Registration Certificate);

f. "Business executives" are the Director, Deputy Director, and Chief Accountant;

g. "Business managers" are the Chairman of the Board of Directors, members of the Board of Directors, the Director, Deputy Director, and Chief Accountant;

h. "Related persons" are individuals and organizations as stipulated in Clause 23, Article 4 of the Law on Enterprises, and Clause 46, Article 4 of the Law on Securities;

i. "Major shareholder" is a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;

j. "Operational term" is the duration of the Company's operation as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

k. "Vietnam" is the Socialist Republic of Vietnam;

l. "Company" is PetroVietnam Packaging Joint Stock Company;

m. "General Meeting of Shareholders" is the General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company, the highest decision-making body of the Company, consisting of all shareholders with voting rights;

n. "Board of Directors" is the Board of Directors of PetroVietnam Packaging Joint Stock Company;

o. "Shareholder" is an individual or organization owning at least one share of the Company;

p. "Dividend" is the net profit paid for each share in cash or other assets from the Company's remaining profit after fulfilling financial obligations;



q. "Traditional meeting" is a form of meeting where participants are present and directly participate in monitoring, discussing, and voting/confirming the meeting contents at a specific location;

r. "Online meeting" is a form of meeting through technological devices connected to the internet/PSTN, using software and technological solutions to transmit audio and/or images to connect many people in different geographical locations to participate in monitoring, discussing, and voting/confirming the meeting contents;

s. "Voting" is the act of a shareholder or individuals/organizations authorized by the shareholder to vote directly at a traditional meeting, vote at an online meeting, cast an electronic vote or other electronic form, or send a ballot to the meeting via mail, fax, or email;

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

3. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATIONAL TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, and operational term of the Company**

1. Company name,

- Company name in Vietnamese:

**CÔNG TY CỔ PHẦN BAO BÌ DẦU KHÍ VIỆT NAM**

- Company name in English:

**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

- Abbreviated company name: PPC.

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

3. The registered headquarters of the Company is:

- Headquarters address: Lot A1-3, Trà Kha Industrial Zone, Bac Lieu Ward, Ca Mau Province, Vietnam.

- Telephone: 84-0291-3957 555;

- Fax: 84-0291-3957 666;

- E-mail: sales@pbp.vn;

- Website: www.pbp.vn.

- Stock code: PBP.

4. Company logo:



5. The Company may establish branches and representative offices in business areas to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

6. Unless terminated before the deadline in accordance with Clause 2, Article 56 of this Charter, the Company's operational term begins from the date of establishment and is indefinite.

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

The Company has 01 legal representative who is the Director. The Board of Directors appoints, dismisses, and removes the Director in accordance with Article 34 of this Charter.

Powers and obligations of the legal representative:

Represent the Company in exercising rights and obligations arising from the Company's transactions, represent the Company as a petitioner for civil matters, plaintiff, defendant, or person with related interests and obligations before arbitration and courts, and other rights and obligations as prescribed by law.

The legal representative exiting Vietnam must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In case of authorization, the legal representative remains responsible for the exercise of the authorized rights and obligations.

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

**Article 4. Operational objectives of the Company**

1. Business lines of the Company:

- Manufacture of plastic products;
- Other specialized wholesale not elsewhere classified;
- Printing;
- Advertising;
- Road freight transport;
- Other road passenger transport;
- Manufacture of fertilizers and nitrogen compounds;
- Manufacture of non-alcoholic beverages and mineral water;



- Warehousing and storage of goods;
- Other support service activities related to transportation;
- Intermediary service activities for freight transport;
- Intermediary service activities for passenger transport;
- Temporary labor supply;
- Other human resource supply;
- General cleaning of buildings;
- Other cleaning services;
- Landscape services;
- Office administrative and support activities;
- Organization of trade promotion and introduction;
- Intermediary or agency activities for electricity and gas;
- Cargo handling;
- Restaurants and mobile catering services;
- Provision of catering services under irregular contracts with customers;
- Other business lines not prohibited by law.

## 2. Operational objectives of the Company:

- Efficient business operations, preservation, and development of shareholder capital;
- Maximizing the Company's operational efficiency;
- Developing the Company into a leading enterprise in Vietnam in the fields of production, trade, and services within the scope of business operations.

## **Article 5. Business scope and operations of the Company**

The Company is permitted to conduct business activities according to the business lines stipulated in this Charter that have been registered, notified for change with the business registration authority, and announced on the National Business Registration Portal. In case the Company conducts conditional business lines, the Company must meet all business conditions as prescribed by the Law on Investment and relevant specialized laws.

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

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

1. The Company's Charter capital is 47,995,160,000 VND (in words: *Forty-seven billion, nine hundred ninety-five million, one hundred sixty thousand VND*).

The total Charter capital of the Company is divided into 4,799,516 shares, with a par value of 10,000 VND (ten thousand VND) per share.

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. All shares of the Company on the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding this type of share are stipulated in Article 11 and Article 12 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.

5. Ordinary shares must be offered for priority sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and other persons under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares that it has issued in accordance with the methods stipulated in this Charter and current laws.

7. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with legal regulations.

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

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the issuing organization's share capital. Share certificates must contain all information as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of submitting a complete application for transfer of share ownership according to the Company's regulations, or within another period as stipulated in the issuance terms from the date of full payment for shares as prescribed in the Company's share issuance plan, the share owner is issued a share certificate. Share owners do not have to pay the Company for the cost of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in another form, the



shareholder will be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a. Information about the share certificate that has been lost, damaged, or destroyed in another form;
- b. A commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

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

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the Company's seal.

#### **Article 9. Share transfer**

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Shares listed or registered for trading on the Stock Exchange are transferred according to the regulations of the law on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred or enjoy related benefits 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 benefits as prescribed by law.

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

#### **Article 10. Organizational structure of management, governance, and control of the Company**

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

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

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

#### **Article 11. Rights of shareholders**

1. Ordinary shareholders have the following rights:

- a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms as stipulated by the Company's Charter and the law. Each ordinary share has one vote;
- b. To receive dividends at the level decided by the General Meeting of Shareholders;
- c. To have priority in purchasing new shares in proportion to each shareholder's ordinary share ownership ratio in the Company;

d. To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;

e. To examine, search, and extract information about their name and contact address in the list of shareholders with voting rights; to request correction of incorrect information;

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

g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their share ownership ratio in the Company;

h. To request the Company to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to these preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders holding from five (05)% of the total ordinary shares or more have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. To examine, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts/transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c. To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number of the organization, and headquarters



address for organizational shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the Company's total shares; the issue to be inspected, and the purpose of the inspection;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share owned by the shareholder, and the issue proposed to be included in the meeting agenda;

e. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning from ten (10)% of the total ordinary shares or more have the right to nominate candidates for the Board of Directors and the Supervisory Board when the Company supplements or replaces personnel for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board is carried out as follows:

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

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders stipulated in this Clause has the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors, the Supervisory Board, and other shareholders (if any).

c. Shareholders or groups of shareholders holding from 10% to less than 25% may nominate a maximum of one (01) candidate; from 25% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

4. Shareholders or groups of shareholders owning at least 01% of the total ordinary shares have the right to initiate a lawsuit, either by themselves or in the name of the Company, regarding personal liability or joint liability against members of the Board of Directors or the Director to request the return of benefits or compensation for damages to the Company or others in the following cases:

a. Violation of the responsibilities of the Company's managers as stipulated in Article 165 of the Law on Enterprises;

b. Failure to perform, incomplete performance, untimely performance, or performance contrary to the provisions of the law or the Company's Charter, resolutions, or decisions of the Board of Directors regarding assigned rights and obligations;

c. Abuse of position, authority, and use of information, trade secrets, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. Other cases as prescribed by law and this Charter.

5. Shareholders owning at least 10% of the total ordinary shares may authorize a maximum of four (04) authorized representatives.

## **Article 12. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.

2. To not withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company must be jointly and severally liable for the Company's debts and other asset obligations within the value of the withdrawn shares and damages incurred.

3. To comply with the Company's Charter and internal management regulations.

4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential information provided by the Company in accordance with this Charter and the law; to use provided information only to exercise and protect their legal rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:

a. Attending and voting directly at the meeting;

b. Authorizing other individuals or organizations to attend and vote at the meeting;

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

d. Sending ballots to the meeting via mail, fax, or email;

e. Sending ballots by other means as stipulated in the Company's Charter.

7. To be personally responsible when acting in the name of the Company in any form to commit one of the following acts:

a. Violation of the law;



- b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c. Paying debts that are not yet due in the face of financial risks to the Company.
- 8. To be responsible for accurately and timely notifying personal information, including contact addresses and any changes thereto.
- 9. To fulfill other obligations as prescribed by current laws.

### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on issues as prescribed by law and the Company's Charter, especially the approval of the audited annual financial statements.

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

- a. The Board of Directors deems it necessary for the Company's interests;
- b. The remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number of members as prescribed by law;
- c. At the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and have sufficient signatures of the related shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the related shareholders;
- d. At the request of the Supervisory Board;
- e. Other cases as prescribed by law and this Charter.

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

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in Point b, Clause 3 of this Article, or from the date of



receiving the request as stipulated in Point c and Point d, Clause 3 of this Article. In case the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the stipulated number, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third, and to ensure smooth production and business operations during this time, the Board of Directors may take steps as stipulated in Clauses 3 and 4, Article 25 of this Charter;

b. In case the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;

c. In case the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders as stipulated by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting 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. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. The General Meeting of Shareholders may be held in the form of a traditional meeting, an online meeting, or a combination of both. The form of organizing the General Meeting of Shareholders will be decided by the meeting convener and notified to shareholders in the meeting convocation decision.

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

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

- a. To approve the Company's development orientation;
- b. To decide on the type of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend level for each type of share;
- c. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d. To decide on investment or sale of assets valued at thirty-five (35)% or more of the total asset value recorded in the Company's most recent financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve annual financial statements;



g. To decide on the repurchase of more than 10% of the total sold shares of each type;

h. To examine and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

i. To decide on the reorganization or dissolution of the Company;

j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. To approve internal regulations on corporate governance; regulations on the operation of the Board of Directors and the Supervisory Board;

l. To approve the list of independent audit firms, decide on the audit firm approved to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary;

m. Other rights and obligations as prescribed by law.

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

a. The Company's annual business plan;

b. Audited annual financial statements;

c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;

d. Report on the evaluation results of independent members of the Board of Directors regarding the activities of the Board of Directors;

e. Report of the Supervisory Board on the Company's business results, and the performance of the Board of Directors and the Director;

f. Self-assessment report on the performance of the Supervisory Board and its members;

g. Dividend rate for each share of each class;

h. Number of members of the Board of Directors and the Supervisory Board;

i. Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;

j. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. Approval of the list of independent audit firms, decision on the audit firm approved to audit the Company's activities when deemed necessary;

l. Amendments and supplements to the Company Charter;

m. Division, separation, consolidation, merger, or conversion of the Company;

- n. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- o. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p. Decision on the repurchase of more than 10% of the total sold shares of each class;
- q. The Company's execution of contracts/transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- r. Approval of the following transactions:
- Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Director, and other managers who are not shareholders, and their related individuals and organizations. In case of granting loans or guarantees to an organization related to a member of the Board of Directors, a member of the Supervisory Board, the Director, or other managers where the Company and the organization (except for cases where the organization is a shareholder of the Company under Clause 2, Article 293 of Decree 155/2020/ND-CP, dated December 31, 2020) are companies in the same group or companies operating under a group of companies, including parent company - subsidiary, economic group, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the Company Charter.
  - Transactions valued at 35% or more or transactions leading to a total transaction value arising within 12 months from the date of the first transaction valued at 35% or more of the total asset value recorded in the most recent financial statements, or another smaller ratio or value as prescribed in the Company Charter, between the Company and one of the following subjects:
    - + Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and their related persons;
    - + Shareholders, authorized representatives of shareholders owning over 10% of the Company's total common shares and their related persons;
    - + Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;
    - Contracts, loan transactions, and asset sales valued at more than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or their related persons.
- s. Approval of the Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and Regulations on the Operation of the Supervisory Board;
- t. Other matters as prescribed by law and this Charter.



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

#### **Article 15. Authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration. In case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The ballot of the authorized attendee within the scope of authorization remains valid in the following cases:

- a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
- b. The authorizing person has revoked the authorization;
- c. The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply if the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Variation of rights**

1. The variation or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting.

A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders of the same class of preferred shares owning 75% or more of the total preferred shares of that class, or approved by shareholders of the same class of preferred shares owning 75% or more of the total preferred shares of that class in

case the resolution is passed by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the variation of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. If there is an insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of people and number of shares) present in person or through an authorized representative shall be considered a sufficient number of delegates. At the meetings of preferred shareholders mentioned above, those present in person or through an authorized representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions of Articles 17, 18, and 19 of this Charter.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of preferred shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

#### **Article 17. Convening, agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 13 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

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

e. Determine the form, time, and location of the meeting;

f. Notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend;

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all



shareholders by a method ensuring it reaches the shareholder's contact address (it may be sent to the shareholder by email or fax according to the shareholder's agreement/commitment/registration with the Company), and simultaneously disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders eligible to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not attached to the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to the entire meeting documents so that shareholders can access them, including:

- a. Meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in case of electing members of the Board of Directors and members of the Supervisory Board. Detailed candidate information must clearly state the curriculum vitae, experience, educational qualifications, work history, the date of starting to hold the position of member of the Board of Directors or member of the Supervisory Board previously at the Company (if any), and information about current positions held at other listed and unlisted companies;

c. Ballot;

d. Draft resolutions for each issue in the meeting agenda. The draft resolutions of the General Meeting of Shareholders shall have sufficient information and details to provide a basis for the drafts to help shareholders vote.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares of the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a. The proposal was not sent in accordance with the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of common shares as prescribed in Clause 2, Article 11 of this Charter;
- c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.



6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the case prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending.

4. At the request of the Chairperson, the General Meeting of Shareholders has the right to change the meeting agenda attached to the meeting notice as prescribed in this Charter.

#### **Article 19. Procedures for conducting and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders eligible to attend have registered, according to the following sequence:

a. When conducting shareholder registration for shareholders attending in the traditional meeting form: The Company shall provide each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. For shareholders attending in the online meeting form: Each shareholder will be provided with an account and password to log in to participate in the meeting and vote online; shareholders shall vote according to the regulations and/or instructions of the online meeting form;

b. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The Company must announce the voting procedures to be applied before the meeting votes on the issues. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The meeting shall elect those responsible for vote counting or supervising vote counting at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of



Shareholders based on the request of the meeting Chairperson;

c. Shareholders or authorized representatives attending after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-attending shareholders to register, and the validity of the contents already voted on before that shall not change.

2. The election of the Chairperson, secretary, and vote counting committee shall be prescribed as follows:

a. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting by majority principle. In case a Chairperson cannot be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect a meeting Chairperson from among those present, and the person with the highest number of votes shall act as the meeting Chairperson;

b. Except for the case prescribed in Point a of this Clause, the person who signed to convene the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect a meeting Chairperson, and the person with the highest number of votes shall act as the meeting Chairperson;

c. The Chairperson shall appoint one or more people to act as the meeting secretary;

d. The General Meeting of Shareholders shall elect one or more people to the vote counting committee at the request of the meeting Chairperson. At least one member of the vote counting committee must be a member independent of the management board and major shareholders.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The meeting Chairperson may carry out necessary activities to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of those present.

a. Arrange seating at the traditional meeting location of the General Meeting of Shareholders;

b. Ensure safety for everyone present at the traditional meeting locations;

c. Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing entry passes or using other selection forms.

5. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

a. Require all attendees to undergo inspection or other legal and reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's right to preside, intentionally cause disorder, prevent the normal progress of the meeting, or do not comply with security inspection requirements.

6. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a. The meeting location does not have enough convenient seating for all attendees;

b. Information facilities at the meeting location do not ensure that attending shareholders can participate, discuss, and vote;

c. There are attendees who obstruct or cause disorder, with the risk of making the meeting unable to be conducted fairly and legally.

7. In case the Chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson to preside over the meeting until it ends; all resolutions passed at that meeting shall be effective.

8. In case the Company applies the online meeting form to organize the General Meeting of Shareholders, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

## **Article 20. Conditions for passing resolutions of the General Meeting of Shareholders**

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

a. Class of shares and total number of shares of each class;

b. Change of business lines and fields;

c. Change of the Company's management organizational structure;

d. Investment project or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;



e. Reorganization or dissolution of the Company.

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. A resolution of the General Meeting of Shareholders shall be effective from the date it is passed or from the effective date stated in that resolution.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing that resolution violate the provisions of the Law on Enterprises and the Company Charter.

5. In case a shareholder or group of shareholders requests a court or arbitration to cancel a resolution of the General Meeting of Shareholders, that resolution shall still be effective until the decision to cancel that resolution by the court or arbitration takes effect, except for the case of applying temporary emergency measures according to the decision of a competent authority.

#### **Article 21. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out according to the following regulations:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the following cases:

a. Amendment and supplementation of the Company Charter;

b. Direction of the Company's development;

c. Class of shares and total number of shares of each class;

d. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;

e. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited financial statements;

f. Approval of annual financial statements;

g. Reorganization or dissolution of the Company.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection form. The requirements and methods for

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sending the opinion collection form and attached documents shall be carried out according to the provisions of Clause 3, Article 17 of this Charter.

3. The opinion collection form must contain the following main contents:

a. Name, address of the head office, and business registration number;

b. Purpose of opinion collection;

c. Full name, contact address, nationality, and legal identification document number of the individual for individual shareholders; name, business registration number or legal identification document number of the organization, and address of the head office for institutional shareholders, or full name, contact address, nationality, and legal identification document number of the individual for the representative of an institutional shareholder; number of shares of each class and number of voting shares of the shareholder;

d. Matters requiring opinion collection to pass a decision;

e. Voting options including in favor, against, and abstaining for each matter requiring opinion collection;

f. Deadline for sending the answered opinion collection form back to the Company;

g. Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send the answered opinion collection form to the Company by mail, fax, or email according to the following regulations:

a. In case of sending by mail, the answered opinion collection form must have the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection form sent to the Company must be in a sealed envelope, and no one has the right to open it before vote counting;

b. In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting according to the Company's confidentiality regulations;

c. Opinion collection forms sent to the Company after the deadline specified in the content of the opinion collection form, or opened in case of sending by mail, or disclosed in case of sending by fax or email, are invalid. Opinion collection forms not sent back shall be considered as not participating in voting.

5. The Board of Directors shall count the votes and prepare a vote counting report under the witness of the Supervisory Board or a shareholder not holding a management position in the Company. The vote counting report must contain the following main contents:

a. Name, address of the head office, and business registration number;

b. Purpose and matters requiring opinion collection to pass a resolution;



c. Number of shareholders with the total number of voting shares that participated in voting, distinguishing between valid and invalid voting shares and the method of sending the voting form, accompanied by an appendix of the list of shareholders participating in voting;

d. Total number of votes in favor, against, and abstaining for each matter;

e. Matters passed and the corresponding voting ratio;

f. Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors must be jointly and severally liable for the truthfulness and accuracy of the vote counting report; jointly and severally liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting report and resolution must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the vote counting report and resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.

7. The answered opinion collection forms, vote counting report, passed resolution, and related documents sent with the opinion collection form must all be kept at the Company's head office.

8. A resolution passed by way of written opinion collection must be approved by shareholders representing the total number of voting shares with the ratio as prescribed in Article 20 of this Charter and shall have the same value as a resolution passed at the General Meeting of Shareholders.

## **Article 22. Resolutions and minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in English, and must contain the following main contents:

a. Name, address of the head office, and business registration number;

b. Time and location of the General Meeting of Shareholders;

c. Meeting agenda and content of the meeting;

d. Full name of the Chairperson and secretary;

e. List listing all members of the Board of Directors, the Executive Board, and representatives of the independent audit firm attending the meeting.

f. Summary of the meeting proceedings and details of the opinions expressed by shareholders at the General Meeting of Shareholders, details of responses from the Chairperson and Company representatives to shareholders' opinions at the meeting

regarding each issue in the agenda;

g. Number of shareholders and total number of voting shares of shareholders attending the meeting, appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;

h. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining; corresponding ratio to the total number of voting shares of shareholders attending the meeting;

i. Matters passed and the corresponding voting ratio;

j. Signature of the Chairperson and secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in Points a to i of this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the meeting minutes.

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

3. Minutes prepared in Vietnamese and English have equal legal validity. In case of any discrepancy in content between the Vietnamese and English minutes, the content in the Vietnamese minutes shall apply.

4. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending the meeting with shareholders' signatures, power of attorney to attend the meeting, all documents attached to the minutes (if any), and related documents attached to the meeting notice must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office.

### **Article 23. Request for cancellation of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed 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 part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case prescribed in Clause 4, Article 20 of this Charter.



2. The content of the resolution violates the law or this Charter.

In case the resolution or decision of the General Meeting of Shareholders is cancelled according to the decision of a court or arbitration, the person who convened the cancelled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 30 days according to the order and procedures prescribed in the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 24. Candidacy and nomination of members of the Board of Directors**

1. In case candidates have been identified in advance, information related to candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and disclosed at least 21 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and for the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Work history;
- e. The first date of holding a position at the Company;
- f. Other management titles (including the title of Board of Directors member of other companies);
- g. Interests related to the Company and the Company's related parties;
- h. Other information (if any);
- i. Disclosure of information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the Company of the candidate for the Board of Directors (if any). Candidate information must clearly state as prescribed in Point b, Clause 3, Article 17 of this Charter.

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and Article 11 of this Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or

organize nominations according to the provisions of the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. The introduction of more 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. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

#### **Article 25. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 people.

2. The term of a member of the Board of Directors is no more than 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies. A member of the Board of Directors may not be a shareholder of the Company, may not hold Vietnamese nationality, and/or may not reside in Vietnam.

3. In case one or more members of the Board of Directors end their term before the annual General Meeting of Shareholders in that year, for the meeting to vote on re-appointment or dismissal to elect other personnel as replacements, those member(s) of the Board of Directors shall continue to perform their rights and obligations until the voting results at the General Meeting of Shareholders are available.

4. In case a member of the Board of Directors submits a resignation letter before the General Meeting of Shareholders (annual or extraordinary) but the number of members of the Board of Directors still ensures compliance with the regulations, the Board of Directors may reassign work among the remaining members of the Board of Directors and conduct a vote at the nearest General Meeting of Shareholders for that resignation case and disclose information as prescribed.

5. The composition of the Board of Directors is as follows:

a. The number of non-executive members of the Board of Directors of the Company must ensure a minimum of 01 person.

b. The total number of independent members of the Board of Directors must ensure a minimum of 01 person.

6. A member of the Board of Directors no longer holds the status of a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises;

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

8. Members of the Board of Directors do not necessarily have to be shareholders of



the Company.

## **Article 26. Powers and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide, exercise 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 prescribed by law, the Company 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 class of shares and total number of shares authorized to be offered of each class;

c. Decide on the sale of unsold shares within the scope of shares authorized to be offered of each class; decide on raising additional capital in other forms;

d. Decide on the selling price of the Company's shares and bonds;

e. Decide on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. Decide on investment plans and investment projects within the authority and limits prescribed by law;

g. Decide on solutions for market development, marketing, and technology;

h. Approve contracts for purchase, sale, borrowing, lending, and other contracts/transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts/transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;

i. Approve contracts/transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value less than 35% of the Company's total asset value recorded in the most recent financial statements;

j. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the Director and other managers as prescribed by the Company Charter; decide on the salary, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those people;

k. Supervise and direct the Director and other managers in the daily business operations of the Company;

1. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution, and purchase of shares of other enterprises;

m. Approve the agenda, content, and documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;

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

o. Recommend the dividend payout level; decide on the timing and procedures for dividend payments or the handling of losses incurred during business operations;

g. Execute dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.

q. Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

r. Decide on the issuance of the Board of Directors' Operating Regulations and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Company's Information Disclosure Regulations and other internal management regulations;

s. Each independent member of the Board of Directors of a listed company must prepare a report evaluating the performance of the Board of Directors.

L. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers of the Company.

u. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 27. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay salaries, remuneration, and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to salaries, work remuneration, and bonuses. Salaries and work remuneration are calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily salary/remuneration rate. The Board of Directors estimates the salary and remuneration for each member based on the principle of consensus. The total salary,



remuneration, and bonus for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The salary and remuneration of each member of the Board of Directors are included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or performing other tasks that the Board of Directors deems outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or other forms as decided by the Board of Directors and must be reported to the General Meeting of Shareholders at the annual meeting.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses they have incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders and 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 coverage for liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

#### **Article 28. Chairman of the Board of Directors**

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

2. The Chairman of the Board of Directors may not concurrently serve as the Director.

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

- a. Develop the program and activity plan of the Board of Directors;
- b. Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c. Organize the approval of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation process of the resolutions and decisions of the Board of Directors;
- e. Chair meetings of the General Meeting of Shareholders;
- f. Organize the evaluation of the performance of each member of the Board of Directors at least once a year and report the results of this evaluation to the General Meeting of Shareholders.
- g. Other rights and obligations as prescribed by the Law on Enterprises and the



## Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal/removal decision. During the period when there is no Chairman of the Board of Directors, the remaining members shall elect one person from among the temporary members from the date specified in the meeting minutes to perform the duties, powers, and responsibilities of the Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a decision is made by the Board of Directors.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, is restricted or loses civil act capacity, has difficulty in cognition and behavior control, or is prohibited by the court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one person from among the temporary members to hold the position of Chairman of the Board of Directors or perform the duties, powers, and responsibilities of the Chairman of the Board of Directors from the date specified in the meeting minutes based on the principle of majority approval by the remaining members until a decision is made by the Board of Directors.

## Article 29. 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 seven (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 vote ratio. In case there is more than one member with the same highest number of votes or vote ratio, the members shall elect one person from among them to convene the meeting of the Board of Directors based on the principle of majority.

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

3. The Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors when deemed necessary for the Company's interests or in one of the following cases:

- a. There is a request from the Supervisory Board or an independent member of the Board of Directors;
- b. There is a request from the Director or at least 05 other managers;
- c. There is a request from at least 02 members of the Board of Directors;



d. Other cases as prescribed by the Company's Charter.

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 seven (07) working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for damages incurred by 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 at least five (05) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's voting ballot.

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

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

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

When necessary, the Board of Directors may invite and/or convene other parties to participate in the meeting; these members may discuss and speak but do not have the right to vote.

9. A meeting of the Board of Directors is conducted when at least three-quarters (3/4) of the total number of members are present. In case the meeting convened according to this Clause does not have the required number of members present, it shall be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors are present.

10. 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 ballot to the meeting via mail, fax, or email;
- e. Sending a voting ballot by other means.

11. In case of sending a voting ballot to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

12. 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.

13. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

14. Meetings of the Board of Directors may be held in the form of traditional meetings, online meetings, or a combination of both. Meetings of the Board of Directors are conducted at the Company's headquarters or other locations in Vietnam or abroad as proposed by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

15. In case a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution of the Board of Directors, that resolution remains in effect until the Court or Arbitration's decision to cancel that resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

#### **Article 30. Person in charge of corporate governance**

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

2. The person in charge of corporate governance may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and tasks related to the relationship between the Company and shareholders;

- b. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the



Supervisory Board;

c. Advise on meeting procedures;

d. Attend meetings;

e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

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

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

h. Act as a contact point for stakeholders;

i. Maintain information confidentiality in accordance with legal regulations and the Company's Charter;

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

#### **Article 31. Use of independent professional consulting services**

The Board of Directors and the Supervisory Board have the right to use external, independent professional consulting and accounting services to perform related tasks in accordance with this Charter and legal regulations (if necessary) to exercise their powers and duties at the Company's expense.

Decisions of the Board of Directors and the Supervisory Board based on the results of using professional consulting services remain the full responsibility of the Board of Directors and the Supervisory Board before the General Meeting of Shareholders.

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

#### **Article 32. Management organizational structure**

The Company's management system 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 Company's daily business operations. The Company has a Director, Deputy Directors, Chief Accountant, and other management titles appointed by the Board of Directors or the Director. The appointment, dismissal, and removal of the aforementioned titles must be passed by resolution or decision of the Board of Directors or decision of the Director.

#### **Article 33. Business executives**

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

2. At the request of the Director and with the approval of the Board of Directors, the Company is authorized to recruit business executives with quantities and standards suitable to the Company's structure and management regulations as prescribed by the

Board of Directors. Business executives are responsible for supporting the Company in achieving the goals set out in operations and organization.

3. The Director is paid a salary and bonus. The salary and bonus of the Director are decided by the Board of Directors. Contracts with other business executives are decided by the Board of Directors after consulting the Director.

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

#### **Article 34. Appointment, dismissal, duties, and powers of the Director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires 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 the Director is no more than five (05) years and may be reappointed for an unlimited number of terms. The Director must meet the standards and conditions prescribed by law and the Company's Charter.

4. The Director has the following rights and obligations:

a. Decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b. Organize the implementation of resolutions and decisions of the Board of Directors;

c. Organize the implementation of the Company's business plan and investment projects;

d. Recommend the organizational structure and internal management regulations of the Company;

e. Appoint, dismiss, and remove management titles within the Company, except for titles under the authority of the Board of Directors;

f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director;

g. Recruit employees;

h. Recommend plans for dividend payment or handling of business losses;

i. Issue internal regulations and rules within their authority; operational procedures to operate the production and business management system and reporting information system.



j. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions/decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when the majority of members of the Board of Directors with voting rights present at the meeting agree and appoint a new Director to replace them.

The Director may be dismissed by the Board of Directors in the following cases:

- a. Due to work requirements, transfer, or rotation of the Company's personnel;
- b. Submitting a resignation letter (clearly stating the reason) to the Board of Directors;
- c. Due to health issues preventing continued work;
- d. Expiration of the labor contract and no demand for extension/renewal;
- e. Retirement.

The Director may be removed by the Board of Directors in the following cases:

- a. Failure to complete assigned tasks or violation of the Company's internal rules and regulations;
- b. Violation of the law to the extent of criminal prosecution or forced termination of the labor contract.

## **IX. SUPERVISORY BOARD**

### **Article 35. Candidacy and nomination of members of the Supervisory Board**

1. The candidacy and nomination of members of the Supervisory Board are carried out similarly to the provisions in Clause 1 and Clause 2, Article 24 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and self-nomination is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Supervisory Board's Operating Regulations. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 36. Composition of the Supervisory Board**

1. The number of members of the Company's Supervisory Board is three (3). The term of members of the Supervisory Board is no more than five (05) years and may be reappointed for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions 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 organization that has audited the Company's financial statements in the 03 consecutive years prior.

3. Members of the Supervisory Board are dismissed in the following cases:

a. No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;

b. Submitting a resignation letter (clearly stating the reason) to the Company's headquarters and having it approved;

c. Other cases as prescribed in this Charter.

4. Members of the Supervisory Board are removed in the following cases:

a. Failure to complete assigned tasks or work;

b. Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Repeated or serious violations of the obligations of members of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;

d. Other cases as per the resolution of the General Meeting of Shareholders.

5. In case the number of members of the Supervisory Board is reduced by more than



one-third (1/3) or the minimum number of members of the Supervisory Board as prescribed by the Company's Charter is not met, the Supervisory Board must immediately notify the Board of Directors to convene the General Meeting of Shareholders to elect additional members to the Supervisory Board.

6. In case one (01) or several members of the Supervisory Board end their term before the time of the annual General Meeting of Shareholders in that year, for the meeting to vote on reappointment or dismissal to elect other personnel as replacements, those members of the Supervisory Board shall continue to exercise their rights and obligations until the voting results at the General Meeting of Shareholders are available.

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

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

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

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, the Director, and other executives to provide related information for reporting to the Supervisory Board;

c. Prepare and sign reports of the Supervisory Board on the Company's business results and the performance of the Board of Directors and the Director after consulting with the Board of Directors, as well as the self-evaluation report on the performance of the Supervisory Board and its members to submit to the General Meeting of Shareholders.

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

The Supervisory Board has the following rights and obligations:

1. Inspect the reasonableness, legality, honesty, and prudence in the management and administration of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation.

2. Appraise the completeness, legality, and honesty of the business situation reports, annual and 6-month financial statements of the Company, and the report evaluating the management of the Board of Directors, and submit the appraisal report at the annual General Meeting of Shareholders. Review contracts/transactions with related parties falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts/transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

3. Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Company.

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4. Examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's activities when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

5. Upon the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Supervisory Board must report on the requested issues to the Board of Directors and the requesting shareholders or group of shareholders. The inspection by the Supervisory Board specified in this Clause must not hinder the normal operations of the Board of Directors or disrupt the administration of the Company's business activities.

6. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, supervision, and administration of the Company's business activities.

7. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

8. Use independent consultants and the Company's internal audit department to perform assigned tasks.

9. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

10. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the auditing organization approved to inspect the Company's activities and remove the approved auditor when deemed necessary.

11. Be responsible to shareholders for its supervisory activities.

12. Supervise the Company's financial situation and compliance with the law in the activities of members of the Board of Directors, the Director, and other managers.

13. Coordinate, supervise, and evaluate the work of independent auditors.

14. Ensure coordination with the Board of Directors, the Director, and shareholders.

15. In case of detecting violations of the law or the Company's Charter by members of the Board of Directors, the Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and have measures to remedy the consequences.

16. Develop the Supervisory Board's Operating Regulations and submit them to the General Meeting of Shareholders for approval.



17. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

18. Have the right to access records and documents of the Company kept at the headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

19. 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.

20. Other rights and obligations as prescribed by law and this Charter.

#### **Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least two (02) times per year, with at least two-thirds (2/3) of the members of the Supervisory Board present. Minutes of the Supervisory Board meeting must be prepared in detail and clearly. The minute-taker and members of the Supervisory Board attending the meeting must sign the meeting minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.

#### **Article 40. Salary, remuneration, bonuses, and other benefits of members of the Supervisory Board**

Salary, remuneration, bonuses, and other benefits of members of the Supervisory Board are implemented according to the following regulations:

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable food, accommodation, travel, and independent consulting service expenses. The total amount of remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, except where the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives are responsible for performing their duties honestly and prudently for the interests of the Company.

### **Article 41. Honest responsibility and avoidance of conflicts of interest**

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over fifty percent (50%) of charter capital with themselves or their related persons in accordance with the 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. The Board of Directors assigns independent members of the Board of Directors who are not related to contracts/transactions subject to the approval authority of the General Meeting of Shareholders or the Board of Directors to determine whether those transactions serve the best interests of the Company and its shareholders.

5. The Board of Directors must commit to ensuring that contracts/transactions between the Company and related persons are conducted reasonably according to market mechanisms.

6. Members of the Board of Directors may not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

7. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and their related persons may not use or disclose internal information to others to conduct related transactions.

8. At least three (03) days before the start and at most 03 days after the completion of transactions involving Company shares, insiders and their related persons must disclose information about the transaction results.

9. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Director, other executives, and



individuals/organizations related to these parties are not void in the following cases (except in cases where there is a Court ruling that the transaction is unfair to minority shareholders and creates a conflict of interest for the Company):

a. For transactions with a value less than or equal to thirty-five (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 members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of members of the Board of Directors who have no related interests;

b. For transactions with a value greater than thirty-five (35)% or transactions leading to a total transaction value arising within twelve (12) months from the date of the first transaction of thirty-five (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 members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders with the votes of shareholders who have no related interests.

#### **Article 42. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives who violate their obligations, responsibilities of honesty and prudence, or fail to complete their duties must be responsible for damages caused by their violations.

2. The Company compensates those who have been, are, or may become a party involved in complaints, lawsuits, or prosecutions (including civil, administrative cases, and not cases where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the Director, another executive, an employee, or an authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly and prudently for the 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. Compensation costs include judgment costs, fines, and actual payments incurred (including attorney fees) when resolving these cases within the framework allowed by law.

4. The Company may purchase liability insurance in accordance with the law for the persons specified in Clause 2 of this Article to avoid the aforementioned compensation responsibilities, according to the following regulations:

a. The General Meeting of Shareholders approves the purchase of liability insurance for members of the Board of Directors and the Supervisory Board;

b. The Board of Directors approves the purchase of liability insurance for the Director and other business executives;



c. The Director approves the purchase of liability insurance for cases not specified in Point a and Point b of this Clause.

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

### **Article 43. 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 view, inspect, and extract information about their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; view, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning five (05)% or more of the total common shares have the right to view, inspect, and extract the minute book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts/transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders 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 inspect the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

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

5. The Company's Charter must be published on the Company's website in Vietnamese and English.

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

### **Article 44. Employees and trade union**

1. The Director must develop a plan for the Board of Directors to approve issues



related to recruitment, termination of employees, salaries, social insurance, welfare, rewards, and discipline for employees and executives of the Company.

2. The Director must develop 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 standards, practices, and management policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal regulations.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 45. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payout level and the form of annual dividend payment from the Company's retained earnings. Depending on the Company's production and business situation, the Board of Directors may consider paying dividends to shareholders in advance.

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

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing this decision.

4. In case dividends or other payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. 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 shall not be responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through the Securities Company or the Vietnam Securities Depository.

5. Pursuant to the Law on Enterprises and the Law on Securities, dividends (if any) must be paid in full within six (06) months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders entitled to receive dividends, determine the dividend rate for each share, and the deadline and method of payment at least 30 days before each dividend payment. 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.

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

#### **Article 46. Appropriation of funds**

Annually, the Company shall appropriate funds in accordance with the provisions of law and the resolution of the General Meeting of Shareholders.

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

##### **Article 47. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

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

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 48. Fiscal year**

The Company's fiscal year begins on the first day of January and ends on the thirty-first (31st) day of December each year.

##### **Article 49. Accounting system**

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system, International Financial Reporting Standards (IFRS), or another specific accounting system issued by the competent authority and approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic transactions 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. ANNUAL REPORT, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE**

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

1. The Company shall prepare annual financial statements, and the annual financial statements must be audited in accordance with the law, approved by the Board of Directors, and passed at the Annual General Meeting of Shareholders. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

2. The annual financial statements must include full reports, appendices, and notes in accordance with the law on enterprise accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.



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 51. Annual report**

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

#### **Article 52. Information disclosure**

The Company shall disclose information in Vietnamese and may translate it into English for documents including at least: the Company Charter, Internal Regulations on Corporate Governance, Operating Regulations of the Board of Directors and the Supervisory Board, Internal Regulations on Information Disclosure, documents for attending the General Meeting of Shareholders, Resolutions, Minutes of the General Meeting of Shareholders, and updated information documents on the Company's operational situation on the Company's shareholder relations website.

#### **Article 53. Disclosure of ownership information**

Ownership information of subjects including: major shareholders, members of the Board of Directors, and key management personnel, must be disclosed regarding the direct and indirect share ownership ratios of these subjects.

### **XVI. COMPANY AUDIT**

#### **Article 54. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent audit firm or pass a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of these entities to conduct the audit of the Company's financial statements for the following fiscal year based on the terms and conditions approved by the Board of Directors.

Auditors of the independent audit firm must not be persons currently working for the Company, the parent company, or the Company's subsidiaries; and must not be persons who have worked for the Company, the parent company, or the Company's subsidiaries for at least the 03 consecutive years prior.

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

3. The independent auditor performing the audit of the Company's financial statements is encouraged to attend the General Meeting of Shareholders and is entitled 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. COMPANY SEAL**

#### **Article 55. Company 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 shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices.
3. The Board of Directors and the Director shall use and manage the seal in accordance with the provisions of current law.

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

### **Article 56. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a. The end of the operating duration stated in the Company Charter without a decision on extension;
  - b. Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate;
  - d. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) shall be 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 57. Liquidation**

1. At least six (06) months before the end of the Company's operating duration or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit 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 related to 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 represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order:
  - a. Liquidation costs;
  - b. Debts for salaries, severance pay, social insurance, and other benefits of



employees under the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts of the Company;

e. The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal dispute resolution**

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

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the Supervisory Board, the Director, or other management personnel;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within ten (10) working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Supervisory Board 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 six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, a party may take the dispute to an Economic Arbitration or a competent Court.

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

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

### **Article 59. Supplement and amendment to the Company Charter**

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

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

## **XX. EFFECTIVE DATE**

### **Article 60. Effective date**

1. This Charter, consisting of 20 chapters and 60 articles, was unanimously passed by the General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company on [Date] in Ca Mau, and all parties agreed to the full validity of this Charter.

2. The language used in this Charter and the Company's regulations, rules, and decisions, as well as discussions, communications at meetings, and meeting minutes, is Vietnamese. Meeting participants are responsible for hiring their own interpreters or translators if necessary. In case the Company has additional versions in a foreign language, if there is a discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

3. This Charter is the sole and official Charter of the Company and is kept at the Company's headquarters.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

*Full name and signature of the Company's legal representative:*

*Full name: NGUYEN TRUNG KIEN      Position: DIRECTOR*



*Signature: .....*

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



**SUMMARY OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VIETNAM PETROLEUM PACKAGING  
JOINT STOCK COMPANY**

*(Attached to Proposal No: /TTr-PPC-HD dated / /2026)*

No.	Current Charter	Amended and supplemented Charter	Notes
1	<p>Article 2. Name, form, address of head office, branches, representative offices, and duration of operation of the Company.</p> <p>....</p> <p>3. The registered address of the Company is:</p> <p>- Address of head office: Lot A1-3, Tra Kha Industrial Park, Ward 8, Bac Lieu City, Bac Lieu Province, Vietnam</p> <p>4. Company logo:</p> 	<p>Article 2. Name, form, address of head office, branches, representative offices, and duration of operation of the Company.</p> <p>....</p> <p>3. The registered address of the Company is:</p> <p>- Address of head office: Lot A1-3, Tra Kha Industrial Park, Bac Lieu Ward, Ca Mau Province, Vietnam</p> <p>4. Company logo:</p> 	<p>Updated according to new administrative boundaries and brand identity.</p>
2	<p>Article 4. Objectives of the Company</p> <p>1. Business lines of the Company:</p> <p>- Manufacture of plastic products, manufacture of packaging, trading of sewing thread for PP, PE, cotton packaging;</p>	<p>Article 4. Objectives of the Company</p> <p>1. Business lines of the Company:</p> <p>- Manufacture of plastic products;</p> <p>- Other specialized wholesale not elsewhere classified;</p>	<p>Supplementing registered business lines.</p>

	<ul style="list-style-type: none"> <li>- Trading of raw plastic materials; wholesale of fertilizers;</li> <li>- Manufacture of fertilizers and nitrogen compounds;</li> <li>- Trading and printing of PP/PE packaging, tarpaulin fabric serving the agricultural and other industrial sectors;</li> <li>- Advertising;</li> <li>- Road freight transport;</li> <li>- Other road passenger transport;</li> <li>- Other business lines not prohibited by law.</li> </ul>	<ul style="list-style-type: none"> <li>- Printing;</li> <li>- Advertising;</li> <li>- Road freight transport;</li> <li>- Other road passenger transport;</li> <li>- Manufacture of fertilizers and nitrogen compounds;</li> <li>- Manufacture of non-alcoholic beverages, mineral water;</li> <li>- Warehousing and storage of goods;</li> <li>- Other support service activities related to transportation;</li> <li>- Intermediary service activities for freight transport;</li> <li>- Intermediary service activities for passenger transport;</li> <li>- Temporary labor supply;</li> <li>- Other human resource supply;</li> <li>- General cleaning of buildings;</li> <li>- Other cleaning services;</li> <li>- Landscape services;</li> <li>- Office administrative and support activities;</li> <li>- Organization of trade promotion and introduction;</li> <li>- Intermediary or agency activities for electricity and gas;</li> <li>- Cargo handling;</li> <li>- Restaurants and mobile catering services;</li> <li>- Catering services under occasional contracts with customers;</li> </ul>	
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		- Other business lines not prohibited by law.	
	<p><b>Article 14. Rights and obligations of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>....</p> <p>s. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p>	<p><b>Article 14. Rights and obligations of the General Meeting of Shareholders</b></p> <p>2. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>....</p> <p>i. Approve the following transactions:</p> <p>- Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Director, other managers who are not shareholders, and related individuals and organizations of these subjects. In case of granting loans or guarantees to an organization related to a member of the Board of Directors, a member of the Supervisory Board, the Director, or other managers where the Company and the organization (except for the case where the organization is a shareholder of the Company according to Clause 2, Article 293 of Decree 155/2020/NĐ-CP, dated December 31, 2020) are companies in the same group or companies operating under a group of companies, including parent company - subsidiary, economic group, the General Meeting of Shareholders or the Board of Directors shall approve according to the provisions of the Company Charter.</p> <p>- Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total</p>	<p>According to Clause 84, Article 1, Decree No. 245/2025/NĐ-CP, dated September 11, 2025.</p>

		<p>asset value recorded in the most recent financial statement, or another smaller ratio or value as prescribed in the Company Charter between the Company and one of the following subjects:</p> <ul style="list-style-type: none"> <li>+ Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and related persons of these subjects;</li> <li>+ Shareholders, authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;</li> <li>+ Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;</li> <li>- Contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial statement between the Company and a shareholder owning 51% or more of the total voting shares or related persons of that shareholder.</li> </ul>	
	<p><b>Article 25. Composition and term of members of the Board of Directors</b></p> <p>....</p> <p>2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. A member of the Board of</p>	<p><b>Article 25. Composition and term of members of the Board of Directors</b></p> <p>---</p> <p>2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. A member of the Board of</p>	<p>According to Clause 78, 79, Article 1, Decree No. 245/2025/NĐ-CP, dated September 11, 2025.</p>

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<p>Directors may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies. A member of the Board of Directors does not have to be a shareholder of the Company, does not have to hold Vietnamese nationality and/or reside in Vietnam.</p> <p>...</p> <p>5. The structure of the Board of Directors is as follows:</p> <p>a. The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of Board members are non-executive members to ensure the independence of the Board of Directors.</p>	<p>Directors may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies. A member of the Board of Directors does not have to be a shareholder of the Company, does not have to hold Vietnamese nationality and/or reside in Vietnam.</p> <p>...</p> <p>5. The structure of the Board of Directors is as follows:</p> <p>a. The number of non-executive members of the Company's Board of Directors must ensure a minimum of one (01) person.</p>	
<p><b>Article 26. Powers and obligations of the Board of Directors</b></p> <p>...</p> <p>2. The powers and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:</p> <p>...</p>	<p><b>Article 26. Powers and obligations of the Board of Directors</b></p> <p>...</p> <p>2. The powers and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:</p> <p>...</p>	<p>According to Point b, Clause 81, Article 1, Decree No. 245/2025/ND-CP, dated September 11, 2025.</p> <p>According to Clause 82, Article 1, Decree No. 245/2025/ND-CP, dated September 11, 2025.</p> <p>According to Clause 81, Article 1, Decree No.</p>

	<p>t. Independent members of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.</p>	<p>q. Implement dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.</p> <p>t. Each independent member of the Board of Directors of a listed company must prepare an evaluation report on the activities of the Board of Directors.</p> <p>u. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers of the Company.</p>	<p>245/2025/ND-CP, dated September 11, 2025.</p>
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**PETROVIETNAM FERTILIZER AND CHEMICALS CORPORATION  
PETROVIETNAM PACKAGING JOINT STOCK COMPANY**



**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

*(Issued in conjunction with Resolution No. /NQ-ĐHĐCĐ dated  
.../.../2026 of the General Meeting of Shareholders of PetroVietnam  
Packaging Joint Stock Company)*

*Ca Mau, Date ... Month ... Year 2026*



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## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Purpose**

These Regulations set forth the fundamental principles of corporate governance to protect the rights and legitimate interests of shareholders, ensure information transparency, promote operational transparency, and establish standards of conduct and professional ethics for members of the Board of Directors, the Board of Management, the Board of Supervisors, and the Company's management staff.

### **Article 2. Scope of application and subjects of application**

Scope of application: The Internal Regulations on Corporate Governance define the roles, rights, and obligations of the General Meeting of Shareholders (GMS), the Board of Directors (BOD), and the Director; the sequence and procedures for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors (BOS), and the Director; and other activities in accordance with the Company's Charter and other applicable laws.

Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the Director, and related persons.

### **Article 3. Definitions of terms**

Company: refers to PetroVietnam Packaging Joint Stock Company;

General Meeting of Shareholders: refers to the General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company;

Board of Directors: refers to the Board of Directors of PetroVietnam Packaging Joint Stock Company;

Board of Supervisors: refers to the Board of Supervisors of PetroVietnam Packaging Joint Stock Company;

Traditional meeting: refers to a meeting format where participants are present in person to directly monitor, discuss, and vote/confirm the meeting contents at a specific location;

Online meeting: refers to a meeting format conducted via technological devices with internet/Public Switched Telephone Network (PSTN) connectivity, using software and technological solutions for audio and/or visual transmission to connect multiple people in different geographical locations to monitor, discuss, and vote/confirm the meeting contents.

Online system: refers to the application/software system/website used by the Company to facilitate the organization of online GMS and/or electronic voting.

Traditional voting: refers to the act of a shareholder or their authorized



representative participating in direct voting at the GMS meeting or submitting a written response to the Company, or via other forms specified in the Charter, corporate governance regulations, and legal provisions, excluding electronic voting.

Electronic voting: refers to the act of a shareholder or their authorized representative casting a vote at the GMS meeting or during a written shareholder consultation period via the online system.

#### **Article 4. Corporate Governance System**

##### **1. Main principles of Corporate Governance.**

PetroVietnam Packaging Joint Stock Company defines Corporate Governance as a system of organizational structures and processes to direct and control the company, encompassing a set of relationships between shareholders, the BOD, the Board of Supervisors, and the executive management, with the aim of delivering long-term value to shareholders. Corporate Governance is considered a tool to enhance operational efficiency, attract capital at lower costs, and build a stronger brand. A robust governance system also plays a crucial role in helping the company develop sustainably for the best interests of shareholders, contributing to the long-term development of the economy.

The Company's Corporate Governance framework is built upon the following principles:

following:

- **Fairness:** The Company is committed to protecting the rights of shareholders and ensuring fair treatment for all shareholders. All shareholders are guaranteed the opportunity to protect their rights if they are infringed upon.

- **Responsibility:** The Company recognizes the rights of stakeholders as prescribed by law and encourages active cooperation between the company and stakeholders in creating assets, jobs, and ensuring sustainable development.

- **Accountability:** These Regulations define the accountability of the Company's BOD to all shareholders and guide the BOD in strategic planning, as well as in directing, leading, and supervising the Executive Board effectively.

- **Transparency:** The Company ensures timely and accurate disclosure of information regarding all material matters within the company, including financial status, operational results, ownership structure, and corporate governance structure.

##### **2. Building a good Corporate Governance system**

By adopting, complying with, and updating these Regulations, the Company and the BOD aim to build and promote a good corporate governance system throughout the organization, ensuring that governance principles at the Company level not only meet

current legal requirements but also adopt the best domestic and international corporate governance practices.

The BOD is responsible for supervising the development, compliance, and periodic review and update of internal policies and regulations on Corporate Governance and their implementation, in order to maintain the Company's commitment to practicing good corporate governance at all times and throughout the organization.

## **CHAPTER II. GENERAL MEETING OF SHAREHOLDERS**

### **Article 5. Roles, rights, and obligations of the General Meeting of Shareholders**

The General Meeting of Shareholders (GMS) is the highest decision-making body of the joint stock company, comprising all shareholders with voting rights (common shareholders, voting preference shareholders, and other shareholders) in accordance with the Company's Charter.

The rights and obligations of the GMS are stipulated in Article 14 of the Company's Charter.

### **Article 6. Convening the GMS**

#### **1. Authority to convene**

- a. The BOD convenes the annual and extraordinary GMS;
- b. The Board of Supervisors replaces the BOD to convene an extraordinary GMS in cases where the BOD is required to convene an extraordinary meeting but fails to do so within the time limit prescribed by the Company's Charter;
- c. Shareholders or groups of shareholders holding 5% or more of the total common shares have the right to convene an extraordinary GMS in cases where an extraordinary meeting must be convened but the BOD and/or the Board of Supervisors fail to do so within the time limit prescribed by the Company's Charter.

#### **2. Decision to convene**

The decision to convene the GMS as per Clause 1 of this Article must be executed in accordance with the regulations on organizational operations and the authority of the convener.

Based on the lawful decision to convene the GMS, the Company's management and executive apparatus are responsible for carrying out preparations and organizing the meeting as requested by the authorized convener through the establishment of an Organizing Committee and necessary supporting departments, in compliance with the provisions of the Company's Charter and these Regulations.

### **Article 7. Notice of GMS convening**

#### **1. Preparing the list of attending shareholders**



The Company's shareholder list is centrally managed at the Vietnam Securities Depository and Clearing Corporation (VSDC).

Based on the decision to convene the GMS, the Chairman of the BOD/Director of the Company shall prepare a notice regarding the closing of the list of shareholders eligible to attend the meeting in accordance with VSDC regulations to send to VSDC and the Hanoi Stock Exchange (HNX). Immediately after VSDC/HNX approves the content of the notice on closing the shareholder list and HNX publishes it on the HNX website, the notice on closing the shareholder list shall be published on the Company's website at least 20 days before the final registration date.

## **2. Meeting notice and invitation letter**

The Company shall publish the GMS meeting notice on the Company's website at least twenty-one (21) days before the meeting date and may publish it on other mass media if deemed necessary, while simultaneously sending it to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading for information disclosure as prescribed.

The Company shall base the mailing of invitation letters to shareholders on the List of shareholders eligible to attend the meeting prepared and sent to the Company by VSDC. Invitation letters shall be sent via registered mail to each shareholder at the address recorded in the List of shareholders eligible to attend the meeting prepared by VSDC at least twenty-one (21) days before the meeting date (calculated from the date the notice is duly sent or dispatched).

## **3. Program and content of the General Meeting of Shareholders**

The convener of the GMS meeting is responsible for drafting the Program and content of the GMS meeting and preparing documents according to the meeting program.

Shareholders or groups of shareholders meeting the conditions stipulated in Clause 2, Article 11 of the Company's Charter have the right to propose and recommend the program and content of the GMS meeting in accordance with Clause 6, Article 17 of the Company's Charter.

The GMS meeting program and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website and the online system in case electronic voting is organized. In cases where documents are not sent with the GMS invitation letter, the meeting notice and Invitation letter must indicate where the meeting documents and relevant guidance regulations are posted on the website for shareholders to access and study.

## **4. Authorization for representatives to attend the General Meeting of Shareholders**

Authorization for representatives to attend the General Meeting of Shareholders shall be carried out in accordance with Article 15 of the Company's Charter.

**Article 8. GMS meeting and registration procedures for GMS attendance**

The GMS may be organized in the form of a Traditional meeting, an Online meeting, or a combination of both, depending on the decision of the meeting convener in accordance with the provisions below.

**1. Before the opening date of the meeting.**

Shareholders are responsible for notifying their attendance in advance through appropriate communication channels as instructed in the invitation letter and meeting notice to assist the Organizing Committee in preparing for the meeting.

Shareholders have the right to attend the meeting in person or through an authorized representative. Authorization procedures for meeting attendance shall be conducted according to the instructions in the notice/invitation letter.

**2. On the day of the GMS meeting.**

a. For traditional GMS organization and shareholders attending in person.

- Shareholders arriving at the meeting on the meeting day will be guided by the Organizing Committee to register for attendance, verify shareholder status, and receive meeting documents and voting/ballot papers.

- Shareholders or authorized representatives arriving after the meeting has opened have the right to register immediately and subsequently participate in voting at the meeting. The meeting Chairman is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted upon remains unchanged.

b. For Online meetings and shareholders attending only via the Online System.

- Each shareholder will be provided with an access account and password to log in to the online system. The shareholder's access account will be encrypted to ensure authentication of the attending shareholder. The Company shall notify the shareholder of the access account and password in the invitation letter.

- Shareholders registering to attend via the online form will have their GMS attendance status authenticated and will be considered present at the Meeting if they have strictly and fully complied with the procedures and methods required by the Online System to authenticate shareholder status and register for attendance.

- Shareholders wishing to attend the meeting via the Online System must meet the conditions stipulated in Point b, Clause 1, Article 10 of these Regulations and have the obligation to:

- Keep confidential the information related to their access account provided by the

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Company, such as: name, other identifying factors (if any) of the access account, and login password, to ensure that only the shareholder has the right to access the meeting on the Online System, except when provided to the shareholder's authorized representative. Shareholders are responsible for ensuring that the authorized representative complies with the provisions of this clause as the shareholder.

- + Assume responsibility for all risks and disputes related to meeting attendance conducted using the shareholder's access account on the Online System. Meeting attendance and voting on the online system using the correct access name and password and/or other identifying factors will be implicitly considered as the shareholder's intent.

- + Regularly update accurate, complete, and truthful information regarding telephone number, contact address, and email address at the securities depository to ensure receipt of access account notifications and assume full responsibility for this registered information.

c. For Meetings organized by combining the forms stipulated in Points a and b of this clause.

- Shareholders attending the Meeting in person shall carry out shareholder registration procedures as stipulated in Point a of this Clause.

- Shareholders attending only via the Online System shall carry out shareholder registration procedures as stipulated in Point a of this Clause.

- In cases where a shareholder has registered to attend via the Online System but still arrives to attend/authorize attendance in person, the Company shall organize shareholder registration as prescribed for shareholders attending in person.

### **3. Authorization to attend the GMS.**

Shareholders may authorize others to attend the GMS in accordance with Article 15 of the Company's Charter.

## **Article 9. Conditions for conducting the GMS**

The GMS is conducted when it meets the conditions stipulated in Article 18 of the Company's Charter and corresponding provisions of the Law on Enterprises.

## **Article 10. Sequence and methods of voting and balloting at the GMS meeting**

### **1. Forms of voting and balloting.**

For each form of organizing a Traditional meeting, Online meeting, or a combination, shareholders may vote at the GMS in one of the following forms for each voting content.

- a. Traditional voting: voting directly at the Meeting or authorizing another person to vote remotely (sending mail, fax, email);

b. Electronic voting: only implemented in cases where the GMS convener/written shareholder consultation decides to apply and notifies shareholders of this voting form.

- To perform electronic voting, shareholders must meet the conditions for accessing and voting on the Online System: have an internet-connected device and perform shareholder authentication procedures (computer, tablet, mobile phone, other electronic devices, etc.)

- Each shareholder logs in to the Online System via the access account provided in the meeting invitation notice and performs voting on the online system. Specific instructions for performing electronic voting will be stipulated in the GMS organization regulations or the Online System user manual.

- Electronic voting results only record the shareholder's final voting and election results at the time the voting ends for each content submitted to the GMS; the Online System will be locked, and shareholders cannot vote or elect on the locked content.

- The time when access to the Online System can begin for electronic voting will be decided by the GMS Convener and notified to shareholders along with the Meeting documents.

- Electronic voting can be performed before the GMS begins and/or during the meeting proceedings as decided by the GMS Convener or the meeting Chairman.

c. In cases where the Company organizes voting in multiple forms, shareholders may only choose 1 form to vote. In cases where a shareholder votes in both forms for the same voting content, the electronic voting form will be prioritized, and the traditional ballot will not be counted in the voting results.

## **2. Voting methods**

a. Passing contents regarding GMS organization procedures. Contents regarding meeting organization procedures include:

- Passing the meeting agenda;
- Passing the list of the Vote Counting Committee;
- Passing the election/vote counting regulations;
- Passing the election list;
- Passing the meeting minutes and resolutions.

Voting to pass procedural matters in organizing the meeting is conducted by shareholders raising voting cards (for shareholders attending the Traditional meeting) and electronic voting (for shareholders attending the Online meeting), and is passed when over 50% of the total voting shares of shareholders attending the meeting are in favor.



b. **Passing decisions under the authority of the GMS**

Voting to pass matters submitted to the GMS for decision, excluding the election of the BOD and BOS, shall be performed by shareholders using ballots based on the number of voting shares owned by the shareholder, with voting options being in favor, against, and abstaining.

At the traditional meeting, the Company applies information technology solutions to ensure accurate, fast, and convenient vote counting for shareholders. Each attending shareholder will be issued one (01) ballot with the number of shares owned, and the ballot will list all items submitted to the GMS for approval. Shareholders choose a voting option for each item separately. Shareholders complete the voting by placing the ballot into the ballot box at the time requested by the meeting Chairman.

For electronic voting, shareholders perform voting on the online system. Specific instructions for electronic voting will be stipulated in the GMS organization regulations or the user manual on the online system.

**3. Method of voting for the election of the BOD and BOS**

The election of members of the BOD and members of the BOS is conducted using the cumulative voting method. The BOD ballot and BOS ballot contain information on the number of votes of the shareholder corresponding to the number of shares owned, the list of candidates approved by the GMS, the maximum number of members to be elected, and a summary of instructions on the cumulative voting method. The election method is stipulated specifically and in detail in the Election and Vote Counting Regulations.

At the traditional meeting, shareholders complete the election by placing the ballot into the ballot box at the time according to the agenda and as requested by the meeting Chairman.

For electronic voting, shareholders perform the election on the online system. Specific instructions for the election will be stipulated in the GMS organization regulations or the user manual on the online system.

**4. Vote counting method**

The Vote Counting Committee performs vote counting in a separate area at the GMS meeting venue. The Vote Counting Committee has the right to use additional supporting personnel and apply appropriate vote counting methods to ensure the accuracy, honesty, and objectivity of the vote counting results. In case of a request from shareholders, the meeting Chairman will invite a number of shareholder representatives to participate in supervising the collection and counting of voting/election ballots.

The aggregation of vote counting results is performed as follows:

- a. At the time of vote counting, the Vote Counting Committee will aggregate the

results of traditional voting and/or electronic voting to prepare the vote counting minutes.

b. The vote counting result will be calculated as the total result of traditional voting and/or electronic voting.

The determination of the GMS voting/election results for relevant contents is based on the provisions of the Company's Charter and the law.

#### **5. Notification of vote counting results**

The Vote Counting Committee completes the vote counting, prepares the minutes, and reports to the Chairman that the vote counting results are available. The meeting Chairman will invite the Vote Counting Committee to announce the vote counting results before the entire GMS.

The vote counting results announced publicly before the GMS serve as the basis for the meeting Secretary to include in the draft Minutes and draft Resolution of the meeting.

#### **6. Passing the meeting Minutes and meeting Resolution**

The meeting Secretary presents a summary of the draft meeting Minutes and meeting Resolution. The meeting Chairman requests the GMS to pass the meeting Minutes and Resolution in accordance with Clause 1 and Clause 2 of this Article.

### **Article 11. Authority and procedures for written shareholder consultation to pass GMS decisions**

The authority and procedures for written shareholder consultation to pass GMS decisions are carried out in accordance with Article 21 of the Company's Charter.

The Board of Directors establishes a vote counting committee and supervises vote counting, which must include at least: an independent member of the BOD, a representative of the Board of Supervisors, and a member of the secretariat, with the independent member of the BOD serving as the head of the vote counting committee. In cases where there is no independent member of the BOD at the time of vote counting, the Chairman of the BOD shall serve as the head.

When conducting written shareholder consultation, the BOD must assign a focal point to receive voting opinions from shareholders sent to the Company, and the receiving department is responsible for implementing measures to ensure information is kept confidential until vote counting is conducted.

### **Article 12. GMS Minutes**

The GMS must be recorded in minutes in accordance with the Law on Enterprises, the Company's Charter, and these Regulations. The meeting Secretary uses appropriate means and forms to record the entire proceedings of the meeting, speeches, discussions, and the results of passing GMS decision contents. The minutes must be prepared in

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Vietnamese and signed by the Chairman and the meeting Secretary. Immediately after the meeting closes, the Secretary and the Chairman must complete the textual format of the meeting minutes and resolution in accordance with the Company's Charter to be published on the Company's website within 24 hours from the end of the meeting.

In cases where a GMS resolution is passed via written shareholder consultation, the preparation of the GMS opinion summary Minutes is carried out in accordance with Article 21 of the Company's Charter.

The GMS presiding officer is responsible for organizing the storage of GMS minutes. The GMS minutes are considered authentic evidence of the work conducted at the GMS unless an objection to the content of the minutes is raised in accordance with the procedures stipulated in Article 13 of these Regulations. Records, minutes, signature books of attending shareholders, and authorization documents for attendance must be kept at the Company's headquarters.

#### **Article 13. Complaints and responses to complaints regarding GMS Minutes and Resolutions**

Within ten (10) days from the date the GMS minutes and resolution are published, shareholders have the right to send written opinions to the GMS Chairman to object to the contents of the minutes that the shareholder believes do not truthfully reflect the work conducted at the GMS. The objection must clearly state the reasons and provide authentic evidence to prove it.

The GMS Chairman will convene a meeting to consider the objections with the following composition: GMS Chairman, meeting Secretary, representative of the Shareholder Status Verification Committee, representative of the Vote Counting Committee, and another shareholder who does not hold a management position in the Company.

The minutes of the meeting to consider objections must record a summary of the objection content, reasons, and supporting evidence. The conclusion section of the minutes must clearly state whether the objections are reasonable and well-founded, and provide a final conclusion on the authenticity of the GMS resolutions and decisions recorded in the GMS meeting minutes.

Based on the conclusion of the complaint review meeting, the GMS Chairman shall send a written response/notice to the complaining shareholder.

### **CHAPTER III. BOARD OF DIRECTORS**

#### **Article 14. Roles, rights, and obligations of the Board of Directors, responsibilities of members of the Board of Directors**

The Board of Directors is the Company's management body, having full authority on behalf of the Company to decide and exercise the rights and obligations of the

Company, except for rights and obligations under the authority of the General Meeting of Shareholders.

The BOD is responsible for ensuring the Company's operations comply with the law, the charter, and the Company's internal regulations, treating all shareholders equally, and respecting the interests of stakeholders related to the Company.

The rights and obligations of the Board of Directors are stipulated in Article 26 of the Company's Charter.

The responsibilities of members of the Board of Directors are stipulated in Article 42 and Article 43 of the Company's Charter.

**Article 15. Procedures and sequence for nomination, candidacy, and organizing the election of BOD members**

**1. Term, composition, and number of BOD members**

a. The term, composition, and number of BOD members are stipulated in Article 25 of the Company's Charter.

b. The composition of the BOD always aims to ensure diversity in: gender, age, industry sector, and expertise to ensure alignment with the Company's development strategy.

c. The number of non-executive members of the Board of Directors of the Company must ensure a minimum of one (01) person.

d. The total number of independent members of the Board of Directors must ensure a minimum of one (01) person.

**2. Conditions for nomination, self-candidacy for BOD members, number, and aggregation of the list of BOD candidates**

**a. Conditions for self-candidacy or nomination of BOD members**

Persons self-nominating or nominated for election to the BOD must meet the standards for BOD members according to the Law on Enterprises and the following candidacy/nomination conditions:

- An individual shareholder self-nominating must hold at least 10% of the Company's total voting shares at the time of closing the list of shareholders eligible to attend the GMS. Other nominees must be nominated by shareholders/groups of shareholders holding at least 10% of the Company's total shares at the time of closing the list of shareholders eligible to attend the GMS.

- Persons self-nominating and nominated (hereinafter collectively referred to as candidates) must submit valid and timely candidacy dossiers in accordance with Article 24 of the Company's Charter.



- Must not simultaneously be a member of the Board of Directors at more than 05 other companies.

b. Number of BOD candidates

The number of candidates for election to the BOD is determined by shareholders who meet the conditions for candidacy and nomination, ensuring it is equal to or greater than the number of BOD members to be elected. Shareholders/groups of shareholders nominate/self-nominate in accordance with Clause 2, Article 24 of the Company's Charter.

c. Aggregation of the list of BOD candidates

After the deadline for receiving candidacy dossiers, the incumbent BOD aggregates the list of qualified candidates to announce to shareholders as prescribed. In cases where the number of BOD candidates through nomination and self-candidacy is still insufficient, the incumbent BOD may nominate additional candidates with the following conditions:

- The candidate must ensure they meet all standards and conditions of a BOD member.

- The candidate must have a complete candidacy dossier.

The list of valid candidates must be approved by the GMS at the GMS meeting before the election is conducted. Voting to approve the list of candidates is conducted by raising voting cards based on the principle of over 50% of the total voting rights in favor.

**3. Dossiers and deadline for receiving nomination/candidacy dossiers for election to the BOD**

a. BOD nomination/candidacy dossiers include:

- Candidacy application for the BOD with a commitment from the candidate to perform the duties of a BOD member honestly if elected to the BOD;

- Curriculum vitae self-prepared by the candidate;

- Certificate of the number of shares held by the shareholder (if self-nominating) or shareholder/group of shareholders (if nominating), or equivalent documents from the securities company where that shareholder (group) opened an account or from VSDC (calculated as of the date of closing the List of shareholders for the purpose of the GMS meeting);

- Minutes of group meeting, list of shareholder group (in case the candidate is nominated by a shareholder group);

- Notarized copies: ID card/Passport/Citizen identification card, permanent residence registration, degrees demonstrating professional qualifications;

- Other contents as prescribed in Article 24 of the Company's Charter.

b. Deadline for receiving BOD nomination/candidacy dossiers

Nomination/candidacy dossiers can be submitted directly or sent via registered mail to the Company's headquarters at least twenty-one (21) days before the GMS meeting date.

Only nomination/candidacy dossiers meeting the conditions for nomination and candidacy, and candidates meeting the conditions to be BOD members, will be included in the list of candidates announced at the GMS meeting.

#### **4. Election method**

The election of BOD members is conducted using the cumulative voting method:

- Each shareholder or person authorized by the shareholder to attend the meeting has a total number of voting rights corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of members expected to be elected to the BOD;

- Shareholders or authorized persons attending the meeting may accumulate all their votes to elect one candidate or divide their votes among a number of selected candidates.

#### **5. Principles for election of BOD members**

- The number of elected BOD members is taken from those with the highest number of votes, starting from the candidate with the highest number of votes until the required number of members is reached, and must achieve a ratio of over 50% of the total voting shares of all shareholders and authorized representatives of shareholders attending the meeting.

- In cases where two or more candidates receive the same number of votes and a smaller number of elected members must be chosen, the selection of the elected candidate shall be in accordance with the Election Regulations at the Meeting.

#### **Article 16. Procedures for dismissal and removal of BOD members**

**1. A BOD member shall be considered for dismissal in the following cases:**

- a. The member submits a written resignation from the BOD and it is accepted;
- b. The member loses legal capacity;
- c. The member falls into a situation of being ineligible to be a BOD member according to the Law on Enterprises, the Company's Charter, or is prohibited by law from being a BOD member;

**2. A BOD member shall be considered for removal in the following cases:**

A BOD member shall be considered for removal in the following cases:



- a. The member does not attend BOD meetings continuously for six (06) months without the BOD's approval.
- b. Serious violation of BOD member obligations, committing acts causing damage.
- c. Other cases prescribed in the Company's Charter.

**Article 17. Notification of election, dismissal, and removal of BOD members**

Cases of election, dismissal, and removal of BOD members decided by the GMS or due to a BOD member losing their status as a member according to the Company's Charter must be notified to shareholders and the public in accordance with legal regulations on information disclosure and the Company's Charter.

**Article 18. Remuneration and other benefits of members of the Board of Directors**

Remuneration, bonuses, and other benefits of BOD members are stipulated in Article 27 of the Company's Charter.

BOD members working full-time shall receive salary and specific allowances according to the Company's regulations/policies; members working part-time/concurrently shall receive remuneration.

**Article 19. Sequence and procedures for organizing BOD meetings**

1. The Board of Directors holds regular and extraordinary meetings in accordance with Article 29 of the Company's Charter. Regular BOD meetings are convened and chaired by the Chairman of the BOD. The meeting invitation notice, agenda, discussion content, and documents used at the meeting must be prepared in Vietnamese and sent to BOD members and invited attendees at least five (05) days before the meeting. The language of exchange at the meeting is Vietnamese. In cases where a foreign BOD member attends the meeting, the company will provide maximum support to the meeting participant in hiring an interpreter to participate in the meeting effectively.

2. The BOD must be convened for an extraordinary meeting upon receiving written requests in one of the following cases:

- a. The Director or at least five (05) other management staff;
- b. At least two (02) BOD members;
- c. The Board of Supervisors or an independent BOD member.
- d. Other cases prescribed by the Company's Charter.

3. An extraordinary BOD meeting is convened and chaired by the Chairman of the BOD within seven (07) days from the date of receiving the meeting request stipulated in Clause 2 of this Article. In the absence of the Chairman of the BOD, a BOD member authorized by the Chairman or a person selected by other BOD members shall convene

and chair the meeting. The meeting invitation notice, agenda, and discussion content must be notified to BOD members and other meeting attendees at least five (05) days before the meeting.

4. The content of an extraordinary meeting shall be prepared by the Chairman of the Board of Directors or the person requesting the extraordinary meeting, focusing on resolving important and urgent issues of the Company. To the extent possible, the person convening the meeting may request the Director of the Company to prepare documents and content for discussion at the meeting.

#### **Article 20. Necessary conditions for conducting meetings of the Board of Directors**

1. A meeting of the Board of Directors convened for the first time shall only be considered valid for conducting and passing resolutions when at least 3/4 of the members of the Board of Directors are present or represented by authorized persons.

2. In case the first meeting is convened but does not have the required number of members, the meeting shall be reconvened for the second time within seven (07) working days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than 1/2 of the members of the Board of Directors are present or represented by authorized persons.

#### **Article 21. Attendees of meetings of the Board of Directors**

1. Attendees of meetings of the Board of Directors include the Chairman of the Board of Directors, members of the Board of Directors, the Director (if the Director is not a member of the Board of Directors), the Board of Supervisors, and the Company Secretary.

2. When necessary, the Board of Directors may invite and/or summon other parties to participate in the meeting; these members may discuss and speak but do not have the right to vote.

3. When discussing issues related to the rights and obligations of employees in the Company, the Board of Directors may invite representatives of the Company's grassroots Trade Union Executive Committee to attend the meeting.

4. Invited attendees who are not members of the Board of Directors have the right to express their opinions but do not have the right to vote.

#### **Article 22. Procedures for conducting meetings of the Board of Directors**

Meetings of the Board of Directors shall be conducted in accordance with Article 29 of the Company's Charter.

##### **1. Meeting preparation**

- Unless otherwise stipulated/requested by the Board of Directors, the Director is responsible for organizing the preparation of content to be presented at the meeting of the



Board of Directors.

- Members of the Board of Directors, based on the regular assignments of the Board of Directors and specific assignments of the Chairman of the Board of Directors, are responsible for studying the meeting files and documents, working with relevant departments of the Company, and preparing opinions on issues expected to be discussed at the meeting.

- The Company Secretary and the Board of Directors' assisting department are responsible for organizing the meeting, collecting, and sending documents.

- In case of inability to attend the meeting, members of the Board of Directors and invited attendees must notify the Board of Directors and clearly state the reason for their absence, while also sending their written opinions to the Board of Directors regarding the issues expected to be discussed at the meeting.

## 2. Procedures for conducting the meeting

- The Chairman of the Board of Directors or the authorized person chairing the meeting shall announce the attendees, content, and agenda of the meeting.

- The person assigned to report at the meeting shall present the contents and recommendations for the Board of Directors to consider and decide.

- Members shall discuss and consider issues based on the documents, reports, and presentations at the meeting.

- The meeting chair shall conclude and take a vote to pass each discussed issue and the content of the meeting resolution.

- Passing Resolutions and Minutes of the meeting.

- Members of the Board of Directors and the Company Secretary shall sign the Minutes of the meeting.

## 3. Sending voting opinions and authorizing attendance at the meeting.

Absent members of the Board of Directors have the right to vote on resolutions of the Board of Directors by sending their opinions in writing. The written opinion must be delivered to the Chairman of the Board of Directors or the authorized person chairing the meeting at least one (01) hour before the meeting starts and shall be disclosed to all members of the Board of Directors attending the meeting.

In case a member of the Board of Directors is absent from the meeting and does not send a written voting opinion but authorizes another person to attend the meeting, there must be a written authorization clearly stating the scope of authorization for the authorized person to attend and vote, and a commitment that the member of the Board of Directors takes responsibility for the voting opinion of the authorized person.

## Article 23. Meetings via telephone or other forms

1. Meetings of the Board of Directors may be held via telephone or other methods (already in use at the time of passing these Regulations or used later) or a combination of multiple methods when all or some members attending the meeting are present at different locations, provided that each member participating in the meeting can:

- Hear each other member participating in the meeting speak;
- Directly present and exchange their opinions with all attending members.

2. Each member of the Board of Directors participating in the meeting via the aforementioned methods is considered "present" at that meeting. A meeting organized according to this provision is considered to take place at the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location where the meeting chair is present shall be considered the meeting venue.

3. Resolutions passed in meetings via telephone or other valid methods shall take effect immediately upon the conclusion of the meeting but must subsequently be confirmed by the signatures of the members of the Board of Directors attending this meeting in the minutes.

#### **Article 24. Passing resolutions of the Board of Directors**

1. Resolutions of the Board of Directors are passed based on the majority principle of the total number of validly attending members of the Board of Directors (over 50%). Each member of the Board of Directors present in person, through a validly authorized person, or by sending a written voting opinion has one vote of equal value; if the number of affirmative and negative votes is equal, the final decision belongs to the side of the Chairman of the Board of Directors, unless the Company's Charter or the law provides otherwise. Voting shall be conducted publicly by a show of hands, and the voting results must be specifically and clearly recorded by the Company Secretary in the Minutes of the Board of Directors meeting.

2. Opinions expressed directly in the Board of Directors meeting by each member shall be recorded in the minutes and concluded by the chair at the end of the session.

##### **3. Voting:**

a. Voting shall be conducted publicly by a show of hands, and the voting results must be specifically and clearly recorded by the Company Secretary in the Minutes of the Board of Directors meeting.

b. For important issues that require the opinions of all members of the Board of Directors: absent members must vote by providing their opinions in writing and sending them to the Company Secretary no later than two (02) working days after the conclusion of the meeting.

4. A member of the Board of Directors shall not vote on any contracts, transactions, or proposals in which that member (along with the interests of any related persons) has an



interest that is significant compared to the interest derived from owning shares, bonds, or other securities of the Company; or if this interest relates to the responsibilities of that member which conflict or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum required to be present at a meeting regarding any resolution on which that member does not have the right to vote.

5. Decisions discussed and resolved at meetings of the Board of Directors shall be issued by the Board of Directors in appropriate written formats (Resolutions, Decisions, Directives...) and sent to relevant individuals and units for implementation. Based on the content resolved by the Board of Directors, the Chairman of the Board of Directors shall, on behalf of the Board of Directors or by authorizing a member of the Board of Directors in charge of that area according to the assignment, sign and issue these official documents.

6. Documents such as Resolutions, Decisions, and other guidance documents after being signed and issued by the Chairman of the Board of Directors must be copied and sent to each member of the Board of Directors and the Board of Supervisors for monitoring and supervision of implementation; at the same time, they shall be transferred to the Information Disclosure Officer to carry out the disclosure of information that must be disclosed according to regulations to state management agencies, shareholders, and the public.

#### **Article 25. Passing resolutions of the Board of Directors by collecting written opinions**

1. In case of collecting opinions from members of the Board of Directors in writing, resolutions of the Board of Directors are passed based on the majority principle (over 50%) of the total number of members of the Board of Directors. If the number of affirmative and negative votes is equal, the final decision belongs to the side of the Chairman of the Board of Directors, unless the Company's Charter or the law provides otherwise. The Chairman of the Board of Directors and the Company Secretary shall summarize the voting results and record them in the summary minutes of the opinion collection for passing the resolution of the Board of Directors.

2. Resolutions passed by collecting written opinions have the same effect and value as resolutions passed by the Board of Directors at a meeting convened and organized as usual. The issuance of resolutions in this form shall comply with the provisions of Clauses 5 and 6, Article 24 of these Regulations.

#### **Article 26. Minutes of the Board of Directors meeting**

1. The content of meetings of the Board of Directors must be truthfully and fully recorded by the Company Secretary in the Minutes of the Board of Directors meeting. The Minutes of the Board of Directors meeting shall be prepared in Vietnamese and must

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have sufficient signatures of the Company Secretary, the members of the Board of Directors attending the meeting, and the Chairman of the Board of Directors or the authorized person chairing the meeting. The Minutes of the Board of Directors meeting are authentic evidence of the work conducted in the meeting, the contents that the Board of Directors has resolved, or the reserved opinions of the members of the Board of Directors.

In case the chair or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed by the Charter, this minutes shall still be valid. In case the Chairman and/or the person authorized by the Chairman to chair (the chair) that session does not sign the resolution, the Board of Directors shall meet and elect a representative to sign and issue it, based on the majority principle of the members of the Board of Directors attending the meeting.

The meeting chair, the minute-taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

2. Documents related to the meeting including: Meeting minutes, Resolutions, Decisions, and other related documents shall be kept at the Company according to the Company's security regime.

3. The Company Secretary is responsible for copying or extracting the Minutes of the Board of Directors meeting to send to members of the Board of Directors, the Board of Supervisors, and the Director for implementation, monitoring, and supervision.

#### **CHAPTER IV. CORPORATE GOVERNANCE OFFICER**

##### **Article 27. Standards for the Corporate Governance Officer**

The Corporate Governance Officer must meet the following standards:

- a. Have knowledge of the law;
- b. Must not simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
- c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

##### **Article 28. Rights and obligations of the Corporate Governance Officer and Company Secretary**

1. The Corporate Governance Officer has the following rights and obligations:
  - a. Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the

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General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

- c. Advise on meeting procedures;
- d. Attend meetings;
- e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the contact point with stakeholders;
- i. Maintain confidentiality of information according to the provisions of the law and the Company's Charter;
- j. Other rights and obligations as prescribed by law and the Company's Charter.

2. When deemed necessary, the Board of Directors decides to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

- a. Support the organization of convening the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b. Support members of the Board of Directors in performing assigned rights and obligations;
- c. Support the Board of Directors in applying and implementing corporate governance principles;
- d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information, and administrative procedures;
- e. Other rights and obligations as prescribed in the Company's Charter.

#### **Article 29. Appointment of the Corporate Governance Officer**

The Board of Directors appoints at least one (01) person as the Corporate Governance Officer to support the Company's governance activities to be conducted effectively. The term of the Corporate Governance Officer is decided by the Board of Directors, for a maximum of 05 years. The Corporate Governance Officer may concurrently serve as the Company Secretary.

#### **Article 30. Cases for dismissal of the Corporate Governance Officer**

The Board of Directors may dismiss the Corporate Governance Officer when

necessary but not contrary to current labor laws, The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

**Article 31. Notification of appointment and dismissal of the Corporate Governance Officer**

Notification of appointment and dismissal of the Corporate Governance Officer shall be in accordance with the Company's Charter and legal regulations.

**CHAPTER V. BOARD OF SUPERVISORS**

**Article 32. Roles, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors.**

The Board of Supervisors plays the role of supervising the activities of the Board of Directors and the Director in managing and operating the Company; coordinating with the Board of Directors and the Director to supervise the activities of the independent auditing firm to ensure that the Company's activities are transparent and legal for the benefit of shareholders and the Company.

Rights and obligations of the Board of Supervisors are prescribed in Article 38 of the Company's Charter.

Responsibilities of Supervisors are prescribed in Articles 41 and 42 of the Company's Charter and legal regulations. Annually, the Board of Supervisors reports on the evaluation of the performance of the Board of Directors, the Executive Board, and the independent auditing firm at the annual General Meeting of Shareholders.

**Article 33. Term, number, composition, structure of members, and salary, remuneration, bonuses, and other benefits of the Board of Supervisors.**

1. Term, number, composition, and structure of members of the Board of Supervisors

- The number of members of the Board of Supervisors and the term of the Company's Supervisors are prescribed in Clause 1, Article 36 of the Company's Charter. Supervisors must not be personnel in the Company's accounting or finance department and must not be members or employees of the independent auditing firm currently auditing the Company's financial statements.

- Supervisors must meet the standards and conditions in Clause 2, Article 36 of the Company's Charter.

- The Board of Supervisors must elect one (01) member as the Head of the Board. The Head of the Board of Supervisors must have a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities and must work full-time at the Company. The Head of the Board of Supervisors has the following rights and responsibilities:



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

2. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors are prescribed in Article 40 of the Company's Charter and the Company's internal regulations.

#### **Article 34. Procedures for nomination, self-nomination, and election of Supervisors**

1. Conditions for nomination, self-nomination of Supervisors, number, and consolidation of the list of candidates for the Board of Supervisors.

##### **a. Conditions for self-nomination or nomination to the Board of Supervisors**

A person self-nominating or nominated for election to the Board of Supervisors must meet the standards for Supervisors according to Article 169 of the Law on Enterprises and the following nomination/self-nomination conditions:

- An individual shareholder self-nominating must hold at least 10% of the Company's total voting shares. Other nominees must be nominated by a shareholder/group of shareholders holding at least 10% of the Company's total shares.

- A person self-nominating or nominated (hereinafter referred to as a candidate) must submit a valid and timely nomination dossier as prescribed.

##### **b. Number of candidates for the Board of Supervisors**

The number of candidates for election to the Board of Supervisors is determined by shareholders eligible to nominate or self-nominate and must be equal to or greater than the number of Supervisors expected to be elected to the Board of Supervisors.

2. Methods, dossiers, and deadlines for receiving nomination/self-nomination dossiers for election to the Board of Supervisors.

The Company announces the content of the election of the Board of Supervisors expected to be conducted at the General Meeting of Shareholders, regarding the number, standards, conditions, and attached necessary dossier forms for shareholders to consider and carry out the nomination or self-nomination of candidates as prescribed in the Company's Charter. Shareholders/groups of shareholders eligible to nominate or self-nominate shall carry out the nomination or self-nomination according to the following methods and dossiers:

##### **a. Nomination/self-nomination dossier for the Board of Supervisors includes:**

- Application for participation in the Board of Supervisors with a commitment from the candidate to perform the duties of a member of the Board of Supervisors honestly if elected to the Board of Supervisors;

- Curriculum vitae self-declared by the candidate;

- Group meeting minutes + List of shareholder group (in case the candidate is nominated by a group of shareholders);

- Certified copy: ID card/Citizen ID card/Passport, permanent residence registration, and degrees demonstrating the candidate's professional qualifications.

- Other contents as prescribed in Article 36 of the Company's Charter.

b. Deadline for receiving nomination/self-nomination dossiers for the Board of Supervisors

- Nomination/self-nomination dossiers can be submitted directly or sent via registered mail to the Company's headquarters at least twenty-one (21) working days before the date of the General Meeting of Shareholders.

- Only nomination/self-nomination dossiers that meet the conditions for nomination and self-nomination and candidates who meet the conditions to be a Supervisor will be included in the list of candidates announced at the General Meeting of Shareholders.

c. Consolidation of the list of candidates for the Board of Supervisors

After the deadline for receiving nomination dossiers, the incumbent Board of Directors shall consolidate the list of eligible candidates to announce to shareholders as prescribed. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is still not enough, the incumbent Board of Supervisors may nominate additional candidates with the following conditions:

- The candidate ensures they meet all standards and conditions of a Supervisor.

- The candidate must have a complete nomination dossier.

The list of valid candidates must be announced at the General Meeting of Shareholders before the election is conducted.

### 3. Election method, voting procedure, vote counting, and principles of election

The election method, voting procedure, vote counting, and principles of election to the Board of Supervisors are carried out similarly to the provisions in Clauses 4 and 5, Article 14 of these Regulations.

## **Article 35. Procedures for dismissal and removal of members of the Board of Supervisors**

1. A member of the Board of Supervisors shall be considered for dismissal in the



following cases:

- That member submits a written resignation from the position of member of the Board of Supervisors;
  - That member falls into a situation of being unqualified to be a member of the Board of Supervisors as prescribed by the Law on Enterprises, the Company's Charter, or is prohibited by law from being a member of the Board of Supervisors;
  - That member loses civil act capacity;
2. A Supervisor shall be considered for removal in the following cases:
- Failure to complete assigned tasks and work;
  - Failure to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - Repeated violations, serious violations of the obligations of a Supervisor as prescribed by this Law and the Company's Charter;
  - Other cases according to the resolution of the General Meeting of Shareholders.

**Article 36. Notification of election, dismissal, and removal of members of the Board of Supervisors**

Cases of election, dismissal, and removal of members of the Board of Supervisors decided by the General Meeting of Shareholders or due to a member of the Board of Supervisors losing their status as a member as prescribed in the Company's Charter must be notified to shareholders and the public according to the regulations on information disclosure of the law and the Company's Charter.

**CHAPTER VI. DIRECTOR, DEPUTY DIRECTOR, AND CHIEF ACCOUNTANT**

**Article 37. Authority to appoint the Director, Deputy Director, and Chief Accountant**

The Director, Deputy Director, and Chief Accountant are appointed by the Board of Directors in accordance with the Company's Charter.

**Article 38. Roles, responsibilities, rights, and obligations of the Director**

The Director is the legal representative, managing the daily business activities of the Company in accordance with Articles 33 and 34 of the Company's Charter.

**Article 39. Standards and conditions for the Director**

A person appointed as Director must meet the following standards and conditions:

1. Have full civil act capacity and not be subject to a ban on managing enterprises as prescribed by the Law on Enterprises; have good health, good moral character, honesty,

integrity; have knowledge and awareness of compliance with the law; reside in Vietnam;

2. Have professional qualifications from university level or higher in business administration or in the Company's main business lines;

3. Have at least five (05) years of practical experience in business administration or in the Company's main business lines;

4. Not simultaneously serve as General Director or Director or hold an executive position at another enterprise.

5. Must not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling, brother-in-law, sister-in-law of the manager of the parent company and the representative of state capital at that company.

#### **Article 40. Procedures for appointing the Director**

A person proposed or introduced for appointment to the position of Director must complete the appointment application dossier and submit it to the Board of Directors for consideration. The Board of Directors shall discuss and decide on the appointment of the Director according to the format of passing ordinary resolutions and decisions of the Board of Directors.

The decision to appoint the Director must clearly state the basis for determining the scope of tasks, powers, benefits, and responsibilities of the Director, including the law, the Charter, the Governance Regulations, and other regulations and rules of the Company. In addition, the Board of Directors may sign a labor contract and a responsibility contract with the Director to specify the details.

#### **Article 41. Standards and conditions for the Deputy Director**

A person appointed as Deputy Director must meet the following standards and conditions:

1. Have full civil act capacity and not be subject to a ban on managing enterprises as prescribed by the Law on Enterprises; have good health, good moral character, honesty, integrity; have knowledge and awareness of compliance with the law; reside in Vietnam;

2. Have professional qualifications from university level or higher in business administration or in the Company's main business lines;

3. Have at least five (05) years of practical experience in business administration or in the Company's main business lines;

4. Not simultaneously hold a management or executive position at another enterprise, except in cases where the Board of Directors assigns them to participate in management or executive roles at an enterprise in which the Company has contributed



capital.

#### **Article 42. Procedures for appointing the Deputy Director**

1. A person proposed or introduced for appointment to the position of Deputy Director must complete the appointment application dossier and submit it to the Board of Directors for consideration. The Board of Directors shall discuss and decide on the appointment of the Deputy Director according to the format of passing ordinary resolutions and decisions of the Board of Directors.

2. The decision to appoint the Deputy Director must clearly state the basis for determining the scope of tasks, powers, benefits, and responsibilities of the Deputy Director, including the law, the Charter, the Governance Regulations, and other regulations and rules of the Company. In addition, the Board of Directors may require the Company to sign a labor contract and a responsibility contract with the Deputy Director to specify the details.

#### **Article 43. Standards and conditions for the Chief Accountant**

A person appointed as Chief Accountant must meet the following standards and conditions:

a. Have full civil act capacity and not be a person prohibited from working as an accountant as prescribed by accounting law;

b. Have good health, professional ethics, honesty, integrity, and awareness of compliance with the law; reside in Vietnam;

c. Have professional qualifications and expertise in accounting from university level or higher;

d. Have at least five (05) years of practical experience in corporate accounting;

e. Have a certificate of completion of the chief accountant training course.

f. Not simultaneously hold a management or executive position at another enterprise, except in cases where the Board of Directors assigns them to participate in management or executive roles at an enterprise in which the Company has contributed capital.

#### **Article 44. Procedures for appointing the Chief Accountant**

1. A person proposed or introduced for appointment to the position of Chief Accountant must complete the appointment application dossier and submit it to the Board of Directors for consideration. The Board of Directors shall discuss and decide on the appointment of the Chief Accountant according to the format of passing ordinary resolutions and decisions of the Board of Directors.

2. The decision to appoint the Chief Accountant must clearly state the basis for determining the scope of tasks, powers, benefits, and responsibilities of the Chief

Accountant, including the law, the Charter, the Governance Regulations, and other regulations and rules of the Company. In addition, the Board of Directors may require the Company to sign a labor contract and a responsibility contract with the Chief Accountant to specify the details.

#### **Article 45. Dismissal of the Director**

1. The Board of Directors shall dismiss the Director in the following cases:

a. The Director is in a situation of not meeting the conditions prescribed in Article 38 of these Regulations;

b. The Director submits a resignation, or there is a dispatch document from the organization introducing the appointment of the Director, or the Director does not ensure health to assume the position for six (06) consecutive months;

c. The Director violates obligations and responsibilities in managing the Company, causing serious damage to the Company;

d. Poor management capacity causing the Company to suffer losses for two (02) consecutive years without objective reasons;

e. The Director is prosecuted, temporarily detained, or indicted for criminal liability;

f. Other cases where the Board of Directors has grounds to determine that the Director cannot continue to assume the position.

2. The dismissal of the Director must be passed by the Board of Directors in accordance with the Company's Charter.

3. The Board of Directors may require the dismissed Director to compensate for damages caused to the Company (if any).

#### **Article 46. Dismissal of the Deputy Director**

1. The Board of Directors shall dismiss the Deputy Director in the following cases:

a. The Deputy Director is in a situation of not meeting the conditions prescribed in Article 41 of these Regulations;

b. The Deputy Director submits a resignation, or there is a dispatch document from the organization introducing the appointment of the Deputy Director;

c. The Deputy Director does not ensure health to assume the position for six (06) consecutive months;

d. The Deputy Director violates obligations and responsibilities in managing the Company, causing serious damage to the Company;

e. The Deputy Director is prosecuted, temporarily detained, or indicted for criminal liability;

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f. Other cases where the Board of Directors has grounds to determine that the Deputy Director cannot continue to assume the position.

2. The Board of Directors may require the dismissed Deputy Director to compensate for damages caused to the Company (if any).

#### **Article 47. Dismissal of the Chief Accountant**

1. The Board of Directors shall dismiss the Chief Accountant in the following cases:

a. The Chief Accountant is in a situation of not meeting the conditions prescribed in Article 43 of these Regulations;

b. The Chief Accountant submits a resignation; or there is a dispatch document from the organization introducing the appointment of the Chief Accountant;

c. The Chief Accountant does not ensure health to assume the position for six (06) consecutive months;

d. The Chief Accountant violates obligations and responsibilities in the Company's accounting work, causing serious damage to the Company;

e. The Chief Accountant is prosecuted, temporarily detained, or indicted for criminal liability;

f. Other cases where the Board of Directors has grounds to determine that the Chief Accountant cannot continue to assume the position.

2. The Board of Directors may require the dismissed Chief Accountant to compensate for damages caused to the Company (if any).

#### **Article 48. Notification of appointment and dismissal of the Director, Deputy Director, and Chief Accountant**

The Company must organize the notification of the appointment and dismissal of the Director, Deputy Director, and Chief Accountant within the Company and disclose information according to the provisions of the law and the Company's Charter.

#### **Article 49. Salary and other benefits of the Director, Deputy Director, and Chief Accountant**

Salary and other benefits of the Director, Deputy Director, and Chief Accountant shall be decided by the Board of Directors based on the Charter and relevant regulations and policies of the Company.

### **CHAPTER VII. OTHER ACTIVITIES**

#### **Article 50. Procedures and sequence for convening, notifying, taking minutes, and announcing results of meetings between the Board of Directors, the Board of Supervisors, and the Director**

When the Director, at least five (05) other managers, or the Member of the Board of Supervisors requests to convene an extraordinary meeting of the Board of Directors or a joint meeting between the Board of Directors, the Board of Supervisors, and the Director, the requesting parties must submit a written request to the Board of Directors, clearly stating the necessity of the meeting, accompanied by relevant information and documents. The procedures and sequence for conducting meetings of the Board of Directors shall comply with the provisions from Article 19 to Article 23 of these Regulations.

**Article 51. Working relationship between the Board of Directors and the Member of the Board of Supervisors**

1. The Board of Directors shall respect the rights of the Member of the Board of Supervisors in inspecting the reasonableness and legality of the Company's management and operations, and facilitate the Member of the Board of Supervisors to inspect business management and operations, accounting records, and financial statements of the Company in accordance with the functions, duties, and powers stipulated in the Company's Charter and resolutions of the General Meeting of Shareholders.
2. The Board of Directors is responsible for acknowledging and taking corrective measures for any shortcomings or deficiencies in management and operations based on the inspection findings of the Member of the Board of Supervisors, and is responsible for directing the Director to implement necessary measures to handle
3. violations (if any) and/or remedy shortcomings in operations, accounting records, and financial statements of the Company.
4. The Member of the Board of Supervisors shall appraise the Company's financial statements, business performance reports, and performance evaluation reports of the Board of Directors, and periodically notify the Board of Directors of the plans and results of inspection and control over management, operations, accounting records, and financial reporting of the Company.
5. All resolutions and decisions of the Board of Directors shall be notified and sent to the Member of the Board of Supervisors.

**Article 52. Working relationship between the Board of Directors, the Director, and the executive management**

1. The Board of Directors is the governing body of the Company, directing and supervising the Director and the executive management in managing the Company's operations and organizing the implementation of the Director's duties and powers in accordance with the Company's Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. The Board of Directors shall



exercise its management and supervisory powers through resolutions, decisions, and directives, as well as through direct supervision and reports from the Director.

2. Responsibilities of the Director:

a. The Director is responsible for organizing and implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. During the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, if any issue disadvantageous to the Company is identified, the Director must report to the Board of Directors to adjust such resolution or decision. If the Board of Directors does not adjust the resolution or decision within its authority, the Director must still execute it but has the right to reserve opinions and make recommendations to the General Meeting of Shareholders at its nearest meeting, or convene a General Meeting of Shareholders if the Director has sufficient authority to do so in accordance with these Regulations and the Company's Charter.

b. In the event of a force majeure event that prevents the Company from implementing and/or disrupts the implementation of resolutions and decisions of the Board of Directors, the Director is responsible for explaining to the Board of Directors and proposing remedial solutions. Events are considered force majeure when they occur objectively, unintentionally, unpredictably, and beyond the control of the Director and the executive management.

c. The Director has the right to decide on measures beyond their authority in emergencies such as natural disasters, enemy sabotage, fires, force majeure events, etc., and must report to the Board of Directors within 24 hours (reporting via Telephone is acceptable, but must be followed by a written report) and be responsible to the Board of Directors, the nearest General Meeting of Shareholders, and before the law.

d. The Director shall propose to the Board of Directors the organizational structure, internal management regulations, measures to improve the management and operational efficiency of the Company, and the number and titles of managers that the Company needs to hire to ensure reasonable and effective annual business operations and the achievement of the Company's strategic goals.

e. Annually, the Director shall submit to the Board of Directors for approval a detailed business plan for the next financial year on the basis of meeting the requirements of an appropriate budget as well as the five (05)-year financial plan;

f. The Director shall prepare financial statements in accordance with accounting laws and other relevant legal regulations. Annual financial statements must be accompanied by proposals for profit distribution, dividend payments, or business loss handling.

g. The Director shall send/copy to the Board of Directors and the Member of the Board of Supervisors documents and reports in accordance with relevant regulations and

at the request of the Board of Directors.

h. The Director shall direct the executive management to prepare draft documents related to the Content of meetings of the Board of Directors under the direction of the Chairman of the Board of Directors.

i. Other responsibilities in accordance with the law and the Company's Charter.

3. Relationship between the Board of Directors and the Director:

a. The Board of Directors shall not directly interfere in the management of the Director. Annually, the Board of Directors shall plan to work with the Company's member entities to inspect and supervise the implementation of production and business plans and the execution of resolutions and decisions of the Board of Directors to promptly handle relevant recommendations within the authority of the Board of Directors.

b. The Board of Directors shall direct the Director to recruit and retain qualified, competent, and ethical managers for the Company, and the Director must ensure that such managers are capable of managing and operating daily business activities to achieve the plan targets set by the Company. Professional ethics and qualifications must be prioritized when the Director selects managers.

c. Apart from matters that must be submitted to the Board of Directors, the Director has the right to proactively decide on and manage the Company's operations in accordance with the delegation of authority and the workflows issued by the Board of Directors.

d. The Director must report to the Board of Directors in accordance with Clause 2, Article 52 of these Regulations.

e. Meetings to prepare projects for submission to the Board of Directors chaired by the Director must invite Members of the Board of Directors to participate. Members of the Board of Directors are responsible for contributing opinions, and subsequently, matters within the authority of the Board of Directors must still be submitted by the Director for formal written approval.

f. The Chairman of the Board of Directors, representatives of the Board of Directors, or authorized persons shall attend the quarterly briefing meetings of the Company's executive management.

g. For domestic and international surveys, negotiations, and contract signings related to the responsibilities of the Board of Directors or requiring decisions of the Board of Directors, the Director is responsible for reporting so that the Chairman of the Board of Directors can attend or appoint members to attend, enabling the Board of Directors to perform management, direction, or advisory functions.

h. For meetings to which the Company is invited by relevant authorities (except for



invitations addressed to specific individuals), specific assignments shall be made depending on the nature of each meeting:

i. For particularly important meetings related to organizational restructuring, mechanisms, policies, medium- and long-term development directions, or handling major outstanding issues of the Company, the Chairman of the Board of Directors and the Director shall both attend, or one of the two shall attend and subsequently brief the other.

j. For meetings related to immediate guidelines, policies, or operations, the Director or Deputy Director shall attend and subsequently brief the Chairman of the Board of Directors.

4. Relationship between the Board of Directors and the executive management:

a. The Company's Office is responsible for organizing and managing incoming and outgoing files, documents, and correspondence of the Board of Directors in accordance with current regulations on clerical and archival work of the Company.

b. Incoming correspondence and transaction documents addressed to the Board of Directors, after being logged, must be forwarded to the Chairman of the Board of Directors or an authorized person for processing. Incoming correspondence and transaction documents from shareholders or other agencies, organizations, and individuals sent to the Company with Content related to management must be copied and forwarded to the Chairman of the Board of Directors or an authorized person for collaborative handling.

c. Documents and correspondence issued or sent by the Board of Directors shall be registered under the Board of Directors' code, and the archival copy at the clerical department must be managed separately, while a copy must also be kept by the Company Secretary.

d. The Board of Directors shall use the Company's seal to issue documents for leadership and management within the Company and/or to conduct transactions with external organizations/individuals.

e. The Board of Directors may utilize functional departments and/or other specialists within the Company to assist the Board of Directors in reviewing and advising on relevant matters.

f. For matters within the decision-making authority of the Board of Directors or requiring approval by the Board of Directors, the Board of Directors shall request the Director to direct functional departments to propose and prepare plans and documents.

**Article 53. Working relationship between the Member of the Board of Supervisors, the executive management, and other entities**

1. With the Board of Management:

a. The Board of Management is subject to the inspection and supervision of the Member of the Board of Supervisors regarding the performance of its duties in accordance with the Company's Charter and the Regulations on Organization and Operation of the Board of Supervisors;

b. The Director and other managers of the Company must fully and promptly provide information and documents on the Company's business activities at the request of the Member of the Board of Supervisors, unless otherwise decided by the General Meeting of Shareholders.

2. With the executive management:

a. Subsidiaries and functional departments within the Company must report their operational status to the Member of the Board of Supervisors on a regular or extraordinary basis at the request of the Member of the Board of Supervisors;

b. Subsidiaries, departments, and divisions within the Company must directly or in collaboration with the Member of the Board of Supervisors conduct inspections of management and operations in accordance with the law and internal regulations of the Company;

c. The Member of the Board of Supervisors shall directly or in collaboration with inspection teams and the independent audit firm inspect the financial activities of the Company and supervise compliance with the Company's accounting regime;

d. Employees of subsidiaries, departments, and divisions must provide documents and information related to control work to the Board of Supervisors.

e. The provision of information, reports, and collaborative inspections by the executive management with the Member of the Board of Supervisors shall be based on a program agreed upon with the Director.

3. With the Independent Auditor:

The Member of the Board of Supervisors shall collaborate with and supervise the activities of the Independent Auditor.

The Member of the Board of Supervisors shall review the activities of the independent audit firm in providing audit and non-audit services to ensure independence in auditing.

Annually report the performance evaluation of the independent auditor at the Annual General Meeting of Shareholders.

**Article 54. Management and use of the seal**

The Board of Directors shall decide on the quantity, form, Content, and specimen of the Company's seal.

The Director shall decide on the quantity, form, Content, and specimen of the seals



of the Company's branches and representative offices.

The Director is responsible for formulating and issuing regulations on the management and use of the Company's seal.

**Article 55. Environmental and social responsibility**

The Board of Directors shall ensure that the Company has appropriate governance policies and processes related to social and environmental activities aligned with the Company's strategy and long-term stable success, and ensure quality management of disclosed information on social and environmental responsibility.

The Board of Directors shall ensure that these social and environmental responsibility requirements are applied to suppliers.

**Article 56. Internal audit**

The Company may establish an internal audit department to perform internal audit work or hire an independent audit firm qualified to conduct audit activities in accordance with the law to provide internal audit services. The implementation of the Company's internal audit work shall comply with the law on auditing and other relevant laws.

**Article 57. Independent audit**

The Company shall hire an independent audit firm that is widely recognized and completely independent of the Company, the Company's Executive Board, and major shareholders. The independent auditor

shall be selected at the Annual General Meeting of Shareholders upon the proposal of the Board of Supervisors. The Board of Directors/Board of Supervisors shall establish selection criteria for the independent audit firm, a process for evaluating the independence and effectiveness of the Independent Auditor, and a process for monitoring and evaluating the implementation of the Independent Auditor's recommendations.

**CHAPTER VIII. INFORMATION DISCLOSURE AND  
TRANSPARENCY**

**Article 58. Information disclosure obligations**

The Company shall fully, accurately, and promptly disclose periodic and extraordinary information regarding its production and business operations, financial status, and corporate governance to shareholders and the public. The information and methods of disclosure shall comply with securities laws, the Company's Charter, and these Regulations. In addition, the Company shall promptly and fully disclose other information if such information is likely to affect stock prices and influence the decisions of shareholders and investors.

Information disclosure shall be conducted in a manner that ensures fair and simultaneous access for shareholders and the investing public. The language used in

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disclosures must be clear, comprehensible, and avoid causing misunderstandings for shareholders and the public.

#### **Article 59. Policies and practices of information disclosure**

The Board of Directors shall establish the information disclosure policy and process and publish these documents on the Company's website. The Company's policy is to accurately disclose material information, including financial statements, operational status, ownership structure, and corporate governance structure, to shareholders in particular and the public in general, including:

- Financial information: The Company shall account for and prepare reports on financial results and operational status, business acquisitions or transfers of valuable assets, remuneration of the Board of Directors and the Executive Board, and other financial information as required by laws and regulations.

- Non-financial information: The Company shall disclose important non-financial information such as: Risk Management and Internal Control policies, qualitative and quantitative risk disclosures; summaries of the Executive Board's activities, including reasonable notes and explanations; capital surplus/deficit status, governance and executive policies; composition and structure of the Board of Directors and related functional information; related-party transactions; environmental and social responsibility; other non-financial information and decisions of the Board of Directors.

- Ownership structure: The Company shall ensure the disclosure of information regarding shareholders holding 5% or more of the voting shares. The Company's relationships in the case of group companies shall also be clearly identified and disclosed to the public. Material changes in the ownership structure, takeovers (efforts to acquire sufficient shares

- to obtain voting rights in another company), shareholder arrangements, mergers and acquisitions, demergers, share consolidations, or other ownership transactions.

The Company shall fully, accurately, and timely disclose information on any important issues or events that occur and may adversely affect the interests of shareholders. The information disclosure system must ensure fair access among major shareholders, investors, and other shareholders, and prevent any abuse of information or insider trading.

#### **Article 60. Annual Report and Website**

The Board of Directors shall ensure easy and non-discriminatory access among shareholder groups to disclosed information through various communication channels. The Company shall issue a comprehensive annual report, including a section on Corporate Governance, the implementation status of Corporate Governance, the corporate calendar, and other important information on the website within the prescribed



time limit.

**Article 61. Information Disclosure in accordance with Legal Regulations and the Vietnam Corporate Governance Code of Best Practices**

The Annual Report or Corporate Governance Report shall be published on the website; the Company shall regularly disclose information in accordance with legal regulations and aim for best practices under the Content of the Vietnam Corporate Governance Code and its implementation process, including:

- Information on the Company's management organization model;
- Information on Corporate Governance;
- Information on the income of the Director and executives;
- Other information in accordance with the law and the Company's Charter.

**Article 62. Organization of information disclosure**

1. The Company shall formulate and issue regulations on information disclosure on the stock market of the Company in accordance with the Law on Securities and guiding documents.

2. The Company shall assign an officer in charge of information disclosure. The officer in charge of information disclosure is responsible for:

- Disclosing the Company's information to the investing public in accordance with the law and the Company's Charter;
- Disclosing their name and office telephone number for shareholders' contact.

**Article 63. Information confidentiality**

Unless required by law, no Member of the Board of Directors or employee, during their employment with the Company and thereafter, shall disclose any confidential information related to the business of the Company or any company in which they know the Company holds shares. Members of the Board of Directors must not use such confidential information for personal benefit.

**CHAPTER IX. MECHANISM FOR EVALUATING CORPORATE GOVERNANCE PERFORMANCE, REWARDS, AND DISCIPLINE**

**Article 64. Mechanism for evaluating Corporate Governance performance, rewards, and discipline**

**1. Performance evaluation:**

The Board of Directors shall formulate and issue a mechanism for evaluating Corporate Governance performance applicable to Members of the Board of Directors and the Board of Management. The Director shall formulate and issue a mechanism for evaluating Corporate Governance performance applicable to other managers.

2. Rewards and discipline:

Emulation, rewards, and discipline applied to Members of the Board of Directors, the Member of the Board of Supervisors, the Board of Management, and other managers shall be implemented in accordance with the Company's regulations and relevant State documents.

## **CHAPTER X. IMPLEMENTATION PROVISIONS**

### **Article 65. Violations and handling of violations of the Regulations**

1. The Board of Directors, Members of the Board of Directors, the Director, and relevant departments and individuals in the Company are responsible for strictly complying with the provisions of these Regulations.

2. Any department or individual violating the provisions of these Regulations, depending on the severity and nature of the violation, shall be disciplined in appropriate forms in accordance with the current regulations of the Company.

### **Article 66. Authority to amend and supplement the Regulations**

Any amendment or supplement to these Regulations shall be performed by the Board of Directors and must be approved by the General Meeting of Shareholders.

### **Article 67. Implementation provisions**

These Regulations consist of 10 chapters and 67 articles, taking effect from the date of signing the promulgation decision. Members of the Board of Directors, the Board of Management, the Board of Supervisors, and departments/entities of the Company are responsible for deploying and implementing these Regulations.

1.C.8



**SUMMARY OF AMENDMENTS AND SUPPLEMENTS  
INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF PETROVIETNAM PACKAGING JOINT STOCK  
COMPANY**

*(Attached to Proposal No.: TTr-PPC-HĐ dated / /2026)*

No.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
1	<p><b>Article 15. Procedures for nomination, self-nomination, and election of members of the Board of Directors</b></p> <p>1. Term, composition, and number of members of the Board of Directors</p> <p>a. The term, composition, and number of members of the Board of Directors are stipulated in Article 25 of the Company's Charter.</p> <p>b. The composition of the Board of Directors shall always aim to ensure diversity in terms of gender, age, industry sector, and expertise, ensuring alignment with the Company's development strategy.</p>	<p><b>Article 15. Procedures for nomination, self-nomination, and election of members of the Board of Directors</b></p> <p>a. Term, composition, and number of members of the Board of Directors</p> <p>b. The term, composition, and number of members of the Board of Directors are stipulated in Article 25 of the Company's Charter.</p> <p>c. The composition of the Board of Directors shall always aim to ensure diversity in terms of gender, age, industry sector, and expertise, ensuring alignment with the Company's development strategy.</p> <p>d. The number of non-executive members of the Board of Directors of the Company must be at least one (01) person.</p> <p>e. The total number of independent members of the Board of Directors must be at least one (01) person.</p>	<p>Amend and supplement points c and d of Clause 1, Article 15 in accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP, dated September 11, 2025.</p>

PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY  
**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**



**REGULATIONS**  
**ON OPERATION OF THE BOARD OF DIRECTORS**  
**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

*(Issued in conjunction with Resolution No. /NQ-ĐHĐCD dated  
.../.../2026 of the General Meeting of Shareholders of PetroVietnam  
Packaging Joint Stock Company)*

*Ca Mau, Date .... Month ... Year 2026*





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## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Scope and Subjects of Application**

1.1. Scope of application: The Regulations on Operation of the Board of Directors of PetroVietnam Packaging Joint Stock Company stipulate the organizational structure, operating principles, coordination principles, powers, and obligations of the Board of Directors and Members of the Board of Directors to operate in accordance with the Law on Enterprises, the Charter, other relevant legal regulations, and good international corporate governance practices.

1.2. Subjects of application: These Regulations apply to the Board of Directors, the Board of Management, and Departments/entities of the Company.

### **Article 2. Definitions**

1.1. "Board of Management" means the Board of Directors of PetroVietnam Packaging Joint Stock Company, including the Director and Deputy Directors.

1.2. "Majority" means over 50%.

1.3. "General Meeting of Shareholders" or "GMS" means the General Meeting of Shareholders of PetroVietnam Packaging Joint Stock Company.

1.4. "Charter" means the Charter of PetroVietnam Packaging Joint Stock Company.

1.5. "Board of Directors" or "BOD" means the Board of Directors of PetroVietnam Packaging Joint Stock Company.

1.6. "Date" means a calendar day, including holidays as prescribed by competent authorities (such as Saturdays, Sundays, public holidays, and Tet holidays).

1.7. "Working day" means a "Date" excluding holidays.

1.8. "Related person" means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises.

1.9. "Enterprise manager" includes the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Directors, Chief Accountant, and other individuals holding management titles as prescribed in the Charter.

1.10. "Company" means PetroVietnam Packaging Joint Stock Company.

1.11. "Director" means the Director of PetroVietnam Packaging Joint Stock Company.

1.12. "Company Secretary" is the person appointed by the Board of Directors to perform the duties prescribed in the Company Charter and relevant laws.

1.13. "Person in charge of corporate governance" is the person appointed by the Board of Directors to perform the duties prescribed in the Company Charter and relevant laws.

1.14. Unless otherwise defined, terms used in these Regulations are defined in accordance with relevant laws and the Charter.

### **Article 3. Operating Principles of the Board of Directors**

3.1. The Board of Directors works on a collective basis. Members of the Board of Directors are individually responsible for the performance of their assigned tasks, while all are collectively responsible to the GMS and before the law for the Resolutions/Decisions of the Board of Directors.

3.2. The Board of Directors and its Members exercise their rights and obligations as prescribed by law, the Charter, and the Company's internal management regulations; resolve work within the scope of their authority and assigned responsibilities; and ensure compliance with the order, procedures, and regulations of the law, the State, the Charter, and the Company's internal management regulations.

3.3. The Board of Directors assigns the Director to organize and execute the Resolutions/Decisions of the Board of Directors.

3.4. The Company seal is used to stamp documents issued by the Board of Directors.

## **CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 4. Rights and Obligations of Members of the Board of Directors**

1.1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and the Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its entities.

1.2. Members of the Board of Directors have obligations as prescribed in the Charter, the Company's Internal Governance Regulations, and the following obligations:

a. Perform their duties honestly and carefully in the best interests of the shareholders and the Company.

b. Attend all meetings of the Board of Directors and express opinions on issues discussed.

c. Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations.

d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with the Member of the Board of Directors and their related persons; and transactions between the Company and companies in which the Member of the Board of Directors is a founding member or enterprise manager within the 03 most recent years prior to the transaction.

d. Disclose information when trading Company shares in accordance with the law.

1.3. Members of the Board of Directors must have a full understanding of their fiduciary duties and responsibilities, work on the basis of full information, with loyalty, diligence, and care, in the best interests of the company and shareholders, while also



considering the interests of the company's stakeholders.

a. Members of the Board of Directors must perform their responsibilities in good faith and in the best interests of the company and all shareholders, avoiding all actual and potential conflicts of interest.

b. Members of the Board of Directors must exercise maximum care while performing their responsibilities according to the standards expected of a good Board Member in similar situations and circumstances.

c. Members of the Board of Directors must have a full understanding of their roles and responsibilities in the Board of Directors as prescribed by law and company policy; and contribute to the effective performance of the Board of Directors' roles and responsibilities.

d. Members of the Board of Directors must equip themselves with appropriate knowledge of corporate governance and ethical requirements, ensuring the company continuously acts on the basis of compliance with good governance and ethical conduct policies.

e. Members of the Board of Directors must proactively participate in supervising the company's operations, engage in discussions, and make appropriate efforts to obtain information related to the issues being discussed. Members of the Board of Directors should review all documents provided before the Board meeting to be ready to contribute to the meeting.

f. Each Member of the Board of Directors has the responsibility to attend all Board meetings of the company during the year.

g. During their tenure on the Board of Directors or thereafter, except as provided by law, a Member of the Board of Directors must not disclose any confidential information they have learned during their work. Members of the Board of Directors are not permitted to use such confidential information for personal gain.

h. If a Member of the Board of Directors resigns or is unable to complete their duties, the Board of Directors must immediately take necessary steps to ensure a replacement on the Board of Directors in accordance with best practice guidelines and applicable laws.

i. Each independent Member of the Board of Directors must prepare an evaluation report on the performance of the Board of Directors.

#### **Article 5. Right to Information of Members of the Board of Directors**

Members of the Board of Directors have the right to request the Director, Deputy Directors, and other Managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its entities.

The requested Manager must provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors.

#### **Article 6. Composition and Term of Members of the Board of Directors**

The composition and term of Members of the Board of Directors are prescribed in Article 25 of the Company Charter, specifically as follows:

6.1 The number of members of the Board of Directors is five (05) persons.

6.2 The term of a Member of the Board of Directors is no more than five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of the Company for no more than 02 consecutive terms. A Member of the Board of Directors may simultaneously serve as a member of the Board of Directors or a member of the Board of Members at a maximum of 05 other companies. A Member of the Board of Directors does not have to be a shareholder of the Company, hold Vietnamese nationality, and/or reside in Vietnam.

6.3 In case one (01) or several members of the Board of Directors end their term before the Annual General Meeting of Shareholders of that year, for the meeting to vote on re-appointment or dismissal to elect other personnel as replacements, those members of the Board of Directors shall continue to exercise their rights and obligations until the voting results at the General Meeting of Shareholders are available.

6.4 In case a member of the Board of Directors submits a resignation before the General Meeting of Shareholders (annual or extraordinary) but the number of members of the Board of Directors still ensures compliance with regulations, the Board of Directors may reassign work among the remaining members and proceed to collect voting opinions at the nearest General Meeting of Shareholders for that resignation case and disclose information as prescribed.

6.5 The structure of the Board of Directors is as follows:

a. The number of non-executive members of the Board of Directors of the Company must ensure a minimum of one (01) person.

b. The total number of independent members of the Board of Directors must ensure a minimum of one (01) person.

6.6 A member of the Board of Directors no longer holds the status of a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

6.7 The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6.8 A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

#### **Article 7. Standards and Conditions for Members of the Board of Directors**

Members of the Board of Directors must meet the standards and conditions prescribed in Article 155 of the Law on Enterprises. Specifically as follows:

7.1 A member of the Board of Directors must meet the following standards and conditions:

a) Not belonging to the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;



b) Having professional qualifications and experience in business administration or in the field, industry, or business of the company and not necessarily being a shareholder of the company, unless otherwise provided by the Company Charter;

c) A member of the Board of Directors of the company may simultaneously be a member of the Board of Directors of another company;

7.2 Unless otherwise provided by the law on securities, an independent member of the Board of Directors according to the provisions of Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not being a person currently working for the company, its parent company, or its subsidiary; not being a person who has worked for the company, its parent company, or its subsidiary for at least the 03 consecutive years immediately preceding;

b) Not being a person currently receiving salary or remuneration from the company, excluding allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling is a major shareholder of the company; is a manager of the company or its subsidiary;

d) Not being a person directly or indirectly owning at least 01% of the total voting shares of the company;

d) Not being a person who has served as a member of the Board of Directors or Supervisory Board of the company for at least the 05 consecutive years immediately preceding, except in the case of being appointed for 02 consecutive terms.

7.3 An independent member of the Board of Directors must notify the Board of Directors about no longer meeting the standards and conditions prescribed in Clause 2 of this Article and naturally ceases to be an independent member of the Board of Directors from the date of not meeting the standards and conditions. The Board of Directors must notify the case where the independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

## **Article 8. Chairman of the Board of Directors**

The Chairman of the Board of Directors is prescribed in Article 28 of the Company Charter. Specifically as follows:

8.1 The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

8.2 The Chairman of the Board of Directors may not concurrently serve as the Director.

8.3 The Chairman of the Board of Directors has the following rights and



obligations:

- a. Develop the program and activity plan of the Board of Directors;
- b. Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c. Organize the approval of resolutions and decisions of the Board of Directors;
- d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- d. Chair the General Meeting of Shareholders;
- e. Organize the evaluation of the performance of each member of the Board of Directors at least once a year and report the evaluation results to the General Meeting of Shareholders.
- g. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

8.4 In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the dismissal or removal. During the period without a Chairman of the Board of Directors, the remaining members shall elect one among them to temporarily perform the duties, powers, and responsibilities of the Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a decision is made by the Board of Directors.

8.5 In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, is restricted or loses civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to temporarily hold the position of Chairman of the Board of Directors or perform the duties, powers, and responsibilities of the Chairman of the Board of Directors according to the principle of majority approval by the remaining members until a decision is made by the Board of Directors.

#### **Article 9. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors**

9.1. The GMS dismisses a Member of the Board of Directors in the following cases:

- a. Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises.
- b. Submitting a resignation which is accepted.



9.2. The GMS removes a member of the Board of Directors in the following cases:

- a. That member does not attend meetings of the Board of Directors for six (06) consecutive months without the approval of the Board of Directors.
- b. Seriously violating the obligations of a member of the Board of Directors.
- c. Other cases as prescribed in the Company Charter.

9.3. When deemed necessary, the GMS decides to replace a Member of the Board of Directors; dismiss or remove a Member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

9.4. The Board of Directors must convene a GMS to elect additional Members of the Board of Directors in the following cases:

- a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Charter. In this case, the Board of Directors must convene a GMS within 60 days from the date the number of members is reduced by more than one-third.
- b. Except for the case prescribed in Point a of this Clause, the GMS elects a new member to replace the Member of the Board of Directors who has been dismissed or removed at the nearest meeting.

#### **Article 10. Method of Electing, Dismissing, and Removing Members of the Board of Directors**

10.1. A shareholder or group of shareholders owning from ten (10) % of total common shares or more has the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors is carried out as follows:

- a. Common shareholders forming a group to nominate candidates to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the GMS.
- b. Based on the number of Members of the Board of Directors, the shareholder or group of shareholders prescribed in this Clause has the right to nominate one or several persons as decided by the GMS as candidates for the Board of Directors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the GMS, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

10.2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still not enough as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the provisions

of the Charter, Internal Regulations on Corporate Governance, and 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 GMS votes to elect

Members of the Board of Directors in accordance with the law.

10.3. The voting to elect Members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The elected Members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Charter is reached. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with equal votes or selection will be based on the criteria of the election regulations.

10.4. The election, dismissal, and removal of members of the Board of Directors are decided by the GMS according to the voting principle.

#### **Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

11.1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 21 days before the opening date of the GMS on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth.
- b. Professional qualifications.
- c. Work history.
- d. Other management titles (including the title of Board Member of other companies).
- e. Interests related to the Company and related parties of the Company.
- f. Other information (if any) as prescribed in the Charter.
- g. Information about companies where the candidate is currently holding the position of Member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any).

11.2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors is carried out according to the guidelines on information disclosure.

### **CHAPTER III. BOARD OF DIRECTORS**



## **Article 12. Rights and Obligations of the Board of Directors**

12.1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations under the authority of the GMS.

12.2. The rights and obligations of the Board of Directors are prescribed by law, the 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 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.
- d. Decide on share buybacks as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
- e. Decide on investment plans and investment projects within the authority and limits prescribed by law.
- g. Decide on solutions for market development, marketing, and technology.
- h. Approve contracts and transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total asset value of the Company recorded in the most recent financial statement.
- i. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, remove, sign contracts with, and terminate contracts with the Director, Deputy Directors, Chief Accountant, and other Executives under the management authority of the Board of Directors; decide on salaries, remuneration, bonuses, and other benefits of the Company's managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies (subsidiaries, associates), and decide on the remuneration and other benefits of those persons.
- k. Supervise and direct the Director and other managers in the daily business operations of the Company.
- l. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or share purchase in other enterprises.
- m. Approve the program and content of documents for the GMS, convene the GMS, or collect opinions for the GMS to pass resolutions.
- n. Submit the audited annual financial statement to the GMS.
- o. Propose the dividend payout rate; decide on the time and procedures for

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dividend payment or handling losses incurred during business operations.

p. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company.

q. Decide on the issuance of the Regulations on Operation of the Board of Directors and Internal Regulations on Corporate Governance after being approved by the GMS; and the Regulations on Information Disclosure of the Company.

r. Implement dividend payment to shareholders as prescribed by law after being approved by the Annual General Meeting of Shareholders.

s. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers of the Company to ensure that members understand the main principles of corporate governance and are updated annually with the latest governance trends and requirements.

t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Charter.

12.3. The Board of Directors passes Resolutions/Decisions by voting at meetings or collecting written opinions. Each member of the Board of Directors has one vote.

12.4. In case a Resolution/Decision passed by the Board of Directors is contrary to the provisions of the law, the GMS Resolution, or the Charter, causing damage to the Company, the Members who voted in favor of that Resolution/Decision must be jointly and severally personally responsible for that Resolution/Decision and must compensate the Company for the damage; Members who opposed the aforementioned Resolution/Decision are exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned Resolution/Decision.

### **Article 13. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

13.1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded in the most recent financial statement between the Company and one of the following subjects:

a. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and related persons of these subjects.

b. Shareholders and authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons.

c. Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.

13.2 Enterprise managers signing contracts or transactions must notify members of



the Board of Directors and members of the Supervisory Board about the related subjects for that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notification; Members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

#### **Article 14. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

14.1 The Board of Directors must convene an extraordinary GMS in the following cases:

- a. The Board of Directors deems it necessary for the interests of the Company.
- b. The number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members prescribed by law.
- c. At the request of a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a GMS must be in writing, clearly stating the reason and purpose of the meeting, and have sufficient signatures of the relevant shareholders or the written request must be made in multiple copies and collect sufficient signatures of the relevant shareholders.
- d. At the request of the Supervisory Board.
- d. Other cases as prescribed by law and the Charter.

14.2 Convening an extraordinary GMS:

The Board of Directors must convene a GMS within 60 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number of members prescribed in the Charter or upon receiving the request prescribed in Point c and Point d, Clause 1 of this Article.

14.3 The person convening the GMS must perform the following tasks:

- a. Prepare a list of shareholders entitled to attend the meeting.
- b. Provide information and resolve complaints related to the list of shareholders.
- c. Develop the program and content of the meeting.
- d. Prepare documents for the meeting.
- d. Draft the GMS Resolution according to the expected content of the meeting; provide a list and detailed information of candidates in case of electing members of the Board of Directors or Supervisory Board.
- e. Determine the time and location of the meeting.
- g. Send meeting invitations to each shareholder entitled to attend in accordance with the Law on Enterprises.
- h. Other tasks serving the meeting.

## **Article 15. Reporting Regime**

15.1. Documents from the Director and Deputy Directors sent to State management agencies, securities authorities, and mass media must also be copied simultaneously to the Board of Directors and the Supervisory Board via the Company's electronic document system.

15.2. To perform assigned rights, obligations, and duties, Members of the Board of Directors may request the Director, Deputy Directors, Heads of Departments/Entities, or the Company's representatives at other enterprises to provide necessary information and documents.

15.3. All official reports sent to the Board of Directors are kept in accordance with the law and the Company's regulations.

## **Article 16. Evaluation, Training, and Succession Planning**

Annually, the Board of Directors evaluates the performance of the Board of Directors in combination with evaluating each member of the Board of Directors and the Board of Management.

16.1. Evaluation criteria based on performance are reflected in the following aspects:

- Revenue results, profit, and other non-financial indicators.
- The ratio of independent, executive, and non-executive members in the structure of the Board of Directors.
- Number of meetings, quality of meetings, and problem-solving ability of the Board of Directors and the content set out in each meeting.
- Number of conflict-of-interest cases that occurred.
- Compliance with regulations on information security and information disclosure.
- Participation of the Board of Directors in management training programs.
- Development of remuneration, salary, and bonus policies for the Board of Directors.
- New policies developed and issued.
- Other criteria (if any)

16.2. Evaluation methods are based on the following factors:

- Self-leadership ability and performance results.
- Combination of knowledge, experience, and diverse characteristics of members in the Board of Directors.
- Proactiveness.
- Process/method of operation.

16.3. Time for evaluation:

The evaluation is carried out in the fourth quarter of each year at the year-end



meeting of the Board of Directors. Evaluation records will be stored at the company according to the confidential information storage regime.

#### 16.4. Training and Coaching:

The Company organizes an orientation program for new members of the Board of Directors about the company, the company's business, and other topics that can help members perform their responsibilities. The Company also develops and provides continuous training programs for members of the Board of Directors. The Board of Directors determines the training needs for members of the Board of Directors annually and then decides, based on the Board of Directors' budget, on the training program each year.

The Company discloses in the Corporate Governance section of the annual report the policies and actual implementation of professional development and training programs for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers (orientation and regular).

Based on the evaluation results, training and coaching programs are developed to improve knowledge and skills, focusing on the following areas:

- Develop new skills, enhance professionalism, and gain a clearer awareness of related issues.
- Access updated knowledge on corporate governance and other matters. Have the opportunity to discuss issues with colleagues and mentors.
- Enhance awareness of ethical issues and the fundamental values of effective corporate governance.
- Effective courses help each individual fulfill their duties and responsibilities.

#### 16.5. Succession Planning:

The Board of Directors is responsible for ensuring and approving an effective succession planning program for the positions of Member of the Board of Directors, Director, and key members of the Board of Management to ensure growth and continuous increase in shareholder value.

Succession planning is linked to the roles and responsibilities defined in writing for each position and begins by identifying the key knowledge, skills, and competencies required for that position. For each identified potential candidate, a professional development plan must be in place to help the individual prepare well for the job (training, sharing, and accumulating experience).

Succession planning does not stop at listing potential leaders but must define a plan to develop the company's leadership resources. The Board of Directors needs to periodically update this plan.

## CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

## **Article 17. Meetings of the Board of Directors**

Meetings of the Board of Directors are conducted in accordance with Article 29 of the Company Charter and Articles 19 through 23 of the Internal Regulations on Corporate Governance. Specifically as follows:

### **17.1 Sequence and procedures for organizing Board of Directors meetings**

a. The Board of Directors holds regular and extraordinary meetings in accordance with Article 29 of the Company Charter. Regular meetings of the Board of Directors are convened and chaired by the Chairman of the Board of Directors. The meeting notice, agenda, discussion contents, and documents used at the meeting must be prepared in Vietnamese and sent to the Members of the Board of Directors and invited attendees at least five (05) days before the meeting is held. The language of discussion at the meeting is Vietnamese. Foreign members attending the meeting may hire an interpreter and are responsible for translating necessary documents into a foreign language.

b. The Board of Directors must be convened for an extraordinary meeting upon receiving a written request from one of the following cases:  
c. The Director or at least five (05) other managers;

- The Director or at least five (05) other managers;
- At least two (02) Members of the Board of Directors;
- The Supervisory Board or an independent Member of the Board of Directors.
- Other cases as stipulated by the Company Charter.

c. An extraordinary meeting of the Board of Directors is convened and chaired by the Chairman of the Board of Directors within seven (07) days from the date of receiving the meeting request as stipulated in Clause 17.2 above. In the absence of the Chairman of the Board of Directors, a Member of the Board of Directors authorized by the Chairman or a person selected by other members of the Board of Directors will convene and chair the meeting. The meeting notice, agenda, and discussion contents must be notified to the Members of the Board of Directors and other meeting attendees at least five (05) days before the meeting is held.

d. The content of the extraordinary meeting is prepared by the Chairman of the Board of Directors or the person requesting the extraordinary meeting, focusing on resolving important and urgent issues of the Company. To the extent possible, the meeting convener may request the Company Director to prepare documents and content for consideration and discussion at the meeting.

### **17.2 Necessary conditions for conducting Board of Directors meetings**

a. A Board of Directors meeting convened for the first time can only be considered valid to proceed and pass resolutions when 3/4 of the Members of the Board of Directors are present or represented by an authorized person.

b. In case the first meeting is convened but does not have the required number of members, the meeting will be reconvened for the second time within seven (07) working



days from the intended date of the first meeting. In this case, the meeting is conducted if more than 1/2 of the Members of the Board of Directors are present or represented by an authorized person.

#### 17.3 Composition of attendees at Board of Directors meetings

a. The composition of attendees at Board of Directors meetings includes the Chairman of the Board of Directors, Members of the Board of Directors, the Director (if the General Director is not a Member of the Board of Directors), the Supervisory Board, and the Company Secretary.

b. When necessary, the Board of Directors may invite and/or summon other parties to participate in the meeting; these members may discuss and speak but do not have the right to vote.

c. When discussing issues related to the rights and obligations of employees in the Company, the Board of Directors may invite representatives of the Company's grassroots Trade Union Executive Committee to attend the meeting.

d. Invited meeting attendees who are not Members of the Board of Directors have the right to express their opinions but do not have the right to vote.

#### 17.4 Sequence and procedures for conducting Board of Directors meetings

Board of Directors meetings are conducted in accordance with Article 29 of the Company Charter.

##### a. Meeting preparation

- Unless otherwise stipulated/requested by the Board of Directors, the Director is responsible for organizing the preparation of contents to be presented at the Board of Directors meeting.

- Members of the Board of Directors, according to the regular assignment of the Board of Directors and the specific assignment of the Chairman of the Board of Directors, are responsible for studying the meeting files and documents, working with relevant departments of the Company, and preparing opinions on issues expected to be discussed at the meeting.

- The Company Secretary and the Board of Directors' assisting department are responsible for organizing the meeting, collecting, and sending documents.

- In case of inability to attend the meeting, a Member of the Board of Directors and invited attendees must notify the Board of Directors and clearly state the reason for absence, while simultaneously sending written opinions to the Board of Directors on the issues expected to be discussed at the meeting.

##### b. Sequence of conducting the meeting

- The Chairman of the Board of Directors or the authorized person chairing the meeting announces the composition, content, and agenda of the meeting.

- The person assigned to report at the meeting presents the contents and recommendations for the Board of Directors to consider and decide.

- Members discuss and consider issues according to the documents, reports, and presentations at the meeting.
- The person chairing the meeting concludes and takes a vote to pass each discussed issue and the content of the meeting resolution.
- Approval of the Resolution and Minutes of the meeting.
- Members of the Board of Directors and the Company Secretary sign the Minutes of the meeting.
- c. Submission of voting opinions and authorization to attend the meeting
  - An absent Member of the Board of Directors has the right to vote on a Board of Directors resolution by sending a written opinion. The written opinion must be delivered to the Chairman of the Board of Directors or the authorized person chairing the meeting at least one (01) hour before the meeting starts and is made public to all Members of the Board of Directors attending the meeting.
  - In case a Member of the Board of Directors is absent from the meeting and does not send a written voting opinion but authorizes another person to attend the meeting, there must be a written authorization clearly stating the content of authorization for the authorized person to attend and vote, and a commitment that the Member of the Board of Directors is responsible for the voting opinion of the authorized person.
  - A Member of the Board of Directors may only authorize another person to attend the Board of Directors meeting and vote on issues a maximum of 2 times/year in cases of illness, health conditions preventing attendance, or force majeure.

#### 17.5 Meetings via telephone or other forms

- a. Board of Directors meetings may be held via telephone or other methods (already in use at the time of passing these Regulations or used later)
  - ) or a combination of multiple methods when all or some members attending the meeting are present at different locations, provided that each member participating in the meeting can:
    - Hear each other member participating in the meeting speak.
    - Present and exchange opinions directly with all attending members.
- b. Each Member of the Board of Directors participating in the meeting via the above method is considered "present" at that meeting. A meeting held in accordance with this provision is considered to take place at the location where the largest group of Board of Directors members gathers, or if there is no such group, the location where the meeting chair is present will be considered the meeting location.
- c. Resolutions passed in meetings via telephone or other valid methods will take effect immediately upon the conclusion of the meeting but must subsequently be confirmed by the signatures of the Board of Directors members attending this meeting in the minutes.

### **Article 18. Minutes of the Board of Directors meeting**

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18.1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be additionally prepared in a foreign language, including the following main contents:

- a. Name, head office address, and enterprise code.
- b. Time and location of the meeting.
- c. Purpose, agenda, and content of the meeting.
- d. Full name of each Member attending or authorized to attend the meeting and the method of attendance; full name of Members not attending and the reason.
- d. Issues discussed and voted on at the meeting.
- e. Summary of opinions expressed by each attending Member according to the sequence of the meeting.
- g. Voting results, clearly stating Members who voted in favor, against, and abstained.
- h. Issues passed and the corresponding voting ratio.
- i. Full name and signature of the chair and the minutes recorder, except in the case stipulated in Clause 2 of this Article.

18.2. In case the chair or the minutes recorder refuses to sign the meeting minutes, but if signed by all other Members of the Board of Directors attending the meeting and containing full content as stipulated in points a, b, c, d, d, e, g, and h of Clause 1 of this Article, these minutes are valid.

18.3. The chair, the minutes recorder, and those signing the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

18.4. The Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.

18.5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of differences in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall apply.

## **CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 19. Submission of annual reports**

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

- a. Company's business results report.
- b. Financial statements.
- c. Report on the assessment of the Company's management and administration.
- d. Appraisal report of the Supervisory Board.

e. Report on the activities of independent Members of the Board of Directors and the assessment results of each independent member regarding the activities of the Board of Directors.

19.2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.

19.3. The reports stipulated in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have owned shares of the Company continuously for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly examine the reports stipulated in this Article.

## **Article 20. Remuneration, bonuses, and other benefits of Members of the Board of Directors**

20.1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.

20.2. Non-executive members receive remuneration for their work. Executive members receive salary or special allowances. The total amount of remuneration, allowances, and salaries for the Board of Directors will be approved by the General Meeting of Shareholders. The allocation of remuneration and the regulation of salaries and allowances for each Member of the Board of Directors are decided by the Board of Directors or in accordance with regulations/policies issued by the Board of Directors.

20.3. The Board of Directors is entitled to performance bonuses based on the Company's annual business results if the plan is met or exceeded. The total bonus fund for the Board of Directors is approved by the General Meeting of Shareholders. The allocation of bonuses to each Member of the Board of Directors is decided by the Board of Directors or in accordance with regulations/policies issued by the Board of Directors.

20.4. The total amount of remuneration, salary, and bonuses paid to Members of the Board of Directors and the amount of remuneration, salary, and bonuses for each member are recorded in detail in the Company's annual report.

20.5. A Member of the Board of Directors holding an executive position or performing other work 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.

20.6. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their duties as a Member of the Board of Directors, including expenses incurred in attending General Meeting of Shareholders and Board of Directors meetings.

20.7. 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 responsibilities of Members of the Board of Directors related to violations of the law and the Charter.

#### **Article 21. Disclosure of related interests**

In case the Company Charter does not have stricter provisions, the disclosure of interests and related persons of the Company shall be carried out according to the following provisions:

21.1. Members of the Board of Directors must declare to the Company their related interests, including:

a. Name, enterprise code, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of owning such capital contributions or shares.

b. Name, enterprise code, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

21.2. The declaration stipulated in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

21.3. Members of the Board of Directors acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of that work to the Board of Directors and may only perform it when approved by the majority of the remaining Members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income obtained from that activity belongs to the Company.

### **CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS**

The relationship between Members of the Board of Directors; and the Board of Directors with the Director, shareholders, Supervisory Board, and the Company's representative at other enterprises is based on relevant provisions of the law, the Charter, the Company's internal management documents, and the provisions of this Chapter.

#### **Article 22. Relationship between Members of the Board of Directors**

22.1. The relationship between Members of the Board of Directors is a cooperative relationship; Members of the Board of Directors are responsible for informing each other about related issues during the process of handling assigned work.

22.2. During the process of handling work, the Member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another Member of the Board of Directors. In case there are still different opinions among Members of the Board of Directors, the

member with primary responsibility reports to the Chairman of the Board of Directors for consideration and decision according to their authority, or organizes a meeting, or collects opinions from Members of the Board of Directors in accordance with the law, the Charter, and these Regulations.

22.3. In case of reassignment among Members of the Board of Directors, the Members of the Board of Directors must hand over work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding the handover.

#### **Article 23. Relationship with the Director/Board of Management**

23.1. In the management role, the Board of Directors issues Resolutions/Decisions for the Director and the management apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the Resolutions/Decisions.

23.2. The Board of Directors creates conditions for the Director/Board of Management to organize the implementation of Resolutions/Decisions of the General Meeting of Shareholders, the Board of Directors, and the duties and powers of the Director in accordance with the law, the Charter, and the Company.

23.3. The Director receives, synthesizes, and analyzes reports, requests opinions, and proposals from the Company's capital representative at other enterprises, and submits them to the Board of Directors for consideration and decision according to the decentralization of authority.

#### **Article 24. Relationship between the Board of Directors and the Supervisory Board**

24.1. The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board follows the principles of equality and independence, while closely coordinating, supporting each other, and complying with legal regulations during the performance of duties.

24.2. Upon receiving inspection minutes or summary reports from the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to build a plan and implement timely corrections.

### **CHAPTER VII. IMPLEMENTATION PROVISIONS**

#### **Article 25. Effectiveness**

25.1. The Regulations on Operation of the Board of Directors of PetroVietnam Packaging Joint Stock Company consist of 7 Chapters and 25 Articles, effective from ....., 2026.

25.2. The language used in these regulations as well as in discussions,

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communication at meetings, and in meeting minutes is Vietnamese. Meeting participants are responsible for hiring their own interpreters/translators if necessary. In case the Company has an additional version in a foreign language, if there is a discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall apply.

25.3. In case of inconsistency between the Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors, the order of priority for application shall be: the Charter, the Internal Regulations on Corporate Governance, and finally the Regulations on Operation of the Board of Directors.

25.4. The Regulations on Operation of the Board of Directors are amended periodically annually (if necessary). The supplementation and amendment of the Regulations on Operation of the Board of Directors of PetroVietnam Packaging Joint Stock Company are performed by the Board of Directors.



**SUMMARY TABLE OF AMENDMENTS AND SUPPLEMENTS  
OPERATING REGULATIONS OF THE BOARD OF DIRECTORS OF VIETNAM PETROLEUM PACKAGING JOINT  
STOCK COMPANY**

*(Attached to Proposal No. /TTr-PPC-HĐ dated / /2026)*

NO.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
1	<p><b>Article 4. Rights and Obligations of Members of the Board of Directors</b></p> <p>...</p> <p>4.4. Independent members of the Board of Directors of the Company must prepare a report evaluating the activities of the Board of Directors. Independent members of the Board of Directors may prepare a joint report, but it must bear the full signatures of the members.</p>	<p><b>Article 4. Rights and Obligations of Members of the Board of Directors</b></p> <p>....</p> <p>4.4. Each independent member of the Board of Directors of the Company must prepare a report evaluating the activities of the Board of Directors.</p>	<p>Pursuant to Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP, dated September 11, 2025.</p>
	<p><b>Article 6. Composition and Term of Office of Members of the Board of Directors</b></p> <p>...</p> <p>6.2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. A member of the Board of Directors may concurrently serve as a member of the Board of</p>	<p><b>Article 6. Composition and Term of Office of Members of the Board of Directors</b></p> <p>...</p> <p>6.2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. A member</p>	<p>Pursuant to Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP, dated September 11, 2025.</p>



NO.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
	Directors at a maximum of 05 other companies. A member of the Board of Directors does not have to be a shareholder of the Company, hold Vietnamese nationality, and/or reside in Vietnam.	of the Board of Directors may concurrently serve as a member of the Board of Directors or a member of the Board of Members at a maximum of 05 other companies. A member of the Board of Directors does not have to be a shareholder of the Company, hold Vietnamese nationality, and/or reside in Vietnam.	
	<p><b>Article 6. Composition and Term of Office of Members of the Board of Directors</b></p> <p>....</p> <p>6.5. The structure of the Board of Directors is as follows:</p> <p>a. The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members to ensure the independence of the Board of Directors.</p>	<p><b>Article 6. Composition and Term of Office of Members of the Board of Directors</b></p> <p>.....</p> <p>6.5. The structure of the Board of Directors is as follows:</p> <p>a. The number of non-executive members of the Company's Board of Directors must be at least one (01) person.</p>	Pursuant to Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP, dated September 11, 2025.
	<p><b>Article 7. Standards and Conditions for Members of the Board of Directors</b></p> <p>7.1 Members of the Board of Directors must meet the following standards and conditions:</p>	Remove	Amend to reflect reality, as the Company is not a subsidiary of a state-owned enterprise as prescribed in Clause 1, Article 88 of the Law on Enterprises.

NO.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
	<p>...</p> <p>d. For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be persons having family relationships with the Director, General Director, and other managers of the Company; or with managers or persons authorized to appoint managers of the parent company.</p>		
		<p><b>Article 12. Rights and Obligations of the Board of Directors</b></p> <p>.....</p> <p>p. Implement dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.</p>	<p>Pursuant to Point b, Clause 81, Article 1 of Decree No. 245/2025/ND-CP, dated September 11, 2025.</p>
		<p><b>Article 12. Rights and Obligations of the Board of Directors</b></p> <p>.....</p> <p>u. Organize training and coaching on corporate governance and necessary skills</p>	<p>Pursuant to Point a, Clause 81, Article 1 of Decree No. 245/2025/ND-CP, dated September 11, 2025.</p>



NO.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
		for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers of the Company to ensure that members understand the key principles of corporate governance and update annually on the latest trends and requirements in governance.	
	<p><b>Article 16. Evaluation, Training, and Succession Planning</b></p> <p>....</p> <p>16.1. Training and Coaching:</p> <p>The Company organizes an orientation program for new members of the Board of Directors regarding the company, its business operations, and other topics that may assist members in performing their responsibilities. The Company also develops and provides continuous training programs for members of the Board of Directors. The Board of Directors determines the training needs for its members annually and subsequently decides on the training program for each year based on the Board's budget.</p>	<p><b>Article 16. Evaluation, Training, and Succession Planning</b></p> <p>.....</p> <p>16.2. Training and Coaching:</p> <p>The Company organizes an orientation program for new members of the Board of Directors regarding the company, its business operations, and other topics that may assist members in performing their responsibilities. The Company also develops and provides continuous training programs for members of the Board of Directors. The Board of Directors determines the training needs for its members annually and subsequently decides on the training program for each year based</p>	<p>Pursuant to Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP, dated September 11, 2025.</p>

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NO.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
	<p>All members of the Board of Directors shall participate in at least 01 Corporate Governance training program organized by a professional organization to ensure that members understand the key principles of Corporate Governance and update annually on the latest trends and requirements in governance.</p> <p>The Company discloses in the Corporate Governance section of the annual report the policies and actual implementation of professional development and training programs for members of the Board of Directors (orientation and ongoing).</p> <p>Based on evaluation results, training and coaching programs are developed to enhance knowledge and skills, focusing on the following areas:</p> <ul style="list-style-type: none"> <li>- Developing new skills, enhancing professionalism, and increasing awareness of related issues.</li> <li>- Accessing updated knowledge on corporate governance and other issues. Having opportunities to discuss issues with colleagues</li> </ul>	<p>on the Board's budget.</p> <p>The Company discloses in the Corporate Governance section of the annual report the policies and actual implementation of professional development and training programs for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers (orientation and ongoing).</p> <p>Based on evaluation results, training and coaching programs are developed to enhance knowledge and skills, focusing on the following areas:</p> <ul style="list-style-type: none"> <li>- Developing new skills, enhancing professionalism, and increasing awareness of related issues.</li> <li>- Accessing updated knowledge on corporate governance and other issues. Having opportunities to discuss issues with colleagues and instructors.</li> <li>- Raising awareness of ethical issues and the fundamental values of effective corporate governance.</li> </ul>	



NO.	Content of Regulations	Content of Amendments and Supplements to Regulations	Notes
	<p>and instructors.</p> <ul style="list-style-type: none"> <li>- Raising awareness of ethical issues and the fundamental values of effective corporate governance.</li> <li>- Effective courses help each individual fulfill their duties and responsibilities.</li> </ul>	<ul style="list-style-type: none"> <li>- Effective courses help each individual fulfill their duties and responsibilities.</li> </ul>	
		<p><b>Article 19. Annual Reporting</b></p> <p>.....</p> <p>e. Report on the activities of independent members of the Board of Directors and the evaluation results of each independent member regarding the activities of the Board of Directors.</p>	<p>Pursuant to Clause 81, Article 1 of Decree No. 245/2025/ND-CP, dated September 11, 2025.</p>

*Ca Mau, Date..... Month.... Year 2026*

**ELECTION REGULATIONS**  
**BOARD OF DIRECTORS' MEMBERS, MEMBER OF THE**  
**BOARD OF SUPERVISORS**  
**2026 Annual General Meeting of Shareholders**

These regulations have been unanimously approved by the General Meeting of Shareholders (GMS) of Vietnam Petroleum Packaging Joint Stock Company to serve as the basis for electing Board of Directors' members and Member of the Board of Supervisors at the 2026 Annual General Meeting of Shareholders, with the following provisions:

**1. Election principles and voting rights at the GMS meeting**

**1.1. Principles:**

The election of Board of Directors' members/Member of the Board of Supervisors shall be conducted according to the following principles:

- Compliance with current laws on enterprises and securities in Vietnam;
- Compliance with the Company's current Charter;
- Ensuring transparency, democracy, and the legitimate rights of all shareholders.

**1.2. Persons with voting rights:**

Persons with voting rights at the GMS are shareholders with voting rights or persons authorized by shareholders with voting rights to attend the meeting (according to the Company's shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation - Ho Chi Minh City Branch as of the final registration date of March 25, 2026) who are present at the GMS meeting.

**2. Number of Board of Directors' members and Member of the Board of Supervisors to be elected**

- At the 2026 Annual General Meeting of Shareholders, to ensure the number of Board of Directors' members and Member of the Board of Supervisors as prescribed, PPC shareholders will elect Board of Directors' members and Member of the Board of Supervisors for a 05-year term from 2026 - 2031 (up to the 2031 Annual General Meeting of Shareholders) with the following quantities:





- Number of Board of Directors' members: 01 member; Reasons: 01 Board of Directors' member has submitted a resignation letter (Board of Directors' member Mr. Do Thanh Hung).

- Number of Member of the Board of Supervisors: 01 member; Reasons: 01 Member of the Board of Supervisors has completed their term (Member of the Board of Supervisors Ms. Nguyen Thi Le Hang).

### **3. Conditions for nomination and self-nomination for Board of Directors' members and Member of the Board of Supervisors**

- An individual shareholder who self-nominates must hold at least 10% of the total common shares of PPC at the time of closing the list of shareholders with the right to attend the 2026 Annual General Meeting of Shareholders (March 25, 2026). Other nominees must be nominated by a shareholder/group of shareholders holding at least 10% of the total shares of PPC at the time of closing the list of shareholders with the right to attend the 2026 Annual General Meeting of Shareholders (March 25, 2026);

- Shareholders/groups of shareholders nominating/self-nominating with the number of candidates as prescribed in Clause 3, Article 11 of the PPC Charter;

- Self-nominated and nominated persons (hereinafter collectively referred to as candidates) must submit valid nomination/self-nomination dossiers on time;

- Board of Directors' members must meet the conditions prescribed in Clause 1, Article 155 of the current Law on Enterprises;

- Member of the Board of Supervisors must ensure the standards prescribed in Article 169 of the current Law on Enterprises.

### **4. Dossiers and deadline for receiving nomination/self-nomination dossiers for election to the Board of Directors and Board of Supervisors**

#### **4.1. Nomination/self-nomination dossiers include:**

- Nomination/self-nomination form for the Board of Directors/Board of Supervisors containing the candidate's commitment to perform the duties of a Board of Directors' member/Member of the Board of Supervisors honestly if elected; List of shareholder group (in case the candidate is nominated by a group of shareholders) (according to the attached form);

- Curriculum vitae self-prepared by the candidate (according to the attached form);

+ Certificate of the number of shares owned by the shareholder (if self-nominating) or shareholder/group of shareholders (if nominating), or equivalent documents from the Securities Company where that shareholder (group) opened an account or from the Vietnam Securities Depository and Clearing Corporation - Ho Chi

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Minh City Branch (as of March 25, 2026 - the date of closing the Shareholder List for the purposes of the 2026 Annual General Meeting of Shareholders);

+ Notarized copies: ID card/Passport, professional qualification certificates.

4.2. Deadline for receiving nomination/self-nomination dossiers:

The Company has announced information regarding the nomination of Board of Directors' members/Member of the Board of Supervisors on the company's portal, whereby nomination/self-nomination dossiers can be submitted directly or sent by registered mail to the Company's headquarters before 05:00 P.M. on June 22, 2026. Shareholders may send their nomination dossiers before the Meeting or nominate directly at this session.

Only nomination/self-nomination dossiers that meet the conditions for nomination/self-nomination and candidates who meet the corresponding conditions for Board of Directors' members/Member of the Board of Supervisors will be included in the list of candidates announced at the GMS meeting.

## 5. Voting method

Each attending shareholder (or authorized representative) will be issued a ballot for Board of Directors' members. The ballot will include the following information:

Shareholder code; Number of shares owned; Total number of votes.

The election of Board of Directors' members/Member of the Board of Supervisors is conducted using the cumulative voting method. Accordingly, the total number of votes of each shareholder is equal to the total number of voting shares multiplied by the number of members to be elected to the Board of Directors/Board of Supervisors.

In which:  $\text{Total voting shares} = \text{Total shares owned} - \text{Total authorized shares (if any)}$ .

Shareholders have the right to accumulate all their total votes for one or more candidates or only cast a portion of their total votes for one or more candidates; the remaining votes may not be cast for any candidate.

*Example of electing Member of the Board of Supervisors: A shareholder owning 1,000 shares when participating in the election to choose 02 Member of the Board of Supervisors will have a total of 2,000 votes. Shareholders can specifically vote in the following ways:*

*. Shareholders can vote for candidate A with 1,000 votes, and candidate B with 1,000 votes;*

*. Or they can cast all 2,000 votes for candidate A;*

*. Or shareholders can vote for candidate A with 1,000 votes, and the remaining 1,000 votes are not used to vote for any candidate;*

If a shareholder does not vote for anyone on the ballot, they must cross out (X)



the box for the number of votes for that candidate.

## **6. Ballots**

- Ballots are pre-printed with the names of candidates in alphabetical order, including shareholder code, number of shares owned, number of authorized shares, total number of voting shares, total number of votes, and the seal of Vietnam Petroleum Packaging Joint Stock Company.

- Each shareholder or authorized representative will be issued one ballot for Member of the Board of Supervisors and one ballot for Board of Directors' members.

Valid ballots:

+ Ballots issued by the Organizing Committee, bearing the seal of Vietnam Petroleum Packaging Joint Stock Company.

+ *Ballots that are correct or do not exceed the total number of voting shares.*

+ *Ballots that do not vote for any candidate must have a cross (X) in the box for the number of votes.*

+ Ballots that are not erased or modified.

Invalid ballots:

+ Ballots without the prescribed seal

+ Ballots containing names of persons outside the list.

+ Ballots exceeding the total number of authorized votes.

+ Ballots that are erased or modified.

+ Ballots that do not vote for any candidate without a cross (X) in the box for the number of votes.

## **7. Vote Counting Committee, voting and vote-counting sequence**

7.1. The Vote Counting Committee consists of 3 people, nominated by the GMS Chairperson and approved by the GMS. Members of the Vote Counting Committee must not be persons named in the list of candidates and/or nominees for the Board of Directors/Board of Supervisors.

7.2. The Vote Counting Committee has the following main responsibilities:

- Briefly explain the election regulations;

- Inspect and supervise the voting of shareholders and shareholder representatives;

- Organize the vote counting;

- Prepare the vote-counting minutes and announce them before the GMS;

- Hand over the minutes and election results to the Chairperson;

7.3. The Vote Counting Committee must ensure the honesty of the election, and the vote counting must be confidential; if there are violations, the Vote Counting Committee must be held responsible. After counting the votes, the Vote Counting Committee must

prepare the vote-counting result minutes and announce them before the GMS.

#### **8. Principles for determining election results**

- The elected person is the one with the highest number of votes, starting from the candidate with the highest number of votes until the number of members prescribed in these Regulations is reached, and must achieve a rate of over 50% of the total voting shares of all shareholders and authorized representatives of shareholders attending the meeting.

**Formula:** Voting rate = (Total votes cast for the candidate / total voting shares present at the meeting) x 100%.

- In case there are two or more candidates with the same number of votes but fewer people need to be elected, a re-election will be held among the candidates with the same number of votes.

#### **9. Handling complaints regarding voting and vote counting**

- In case a shareholder complains or requests a re-examination of the election results, the incumbent Board of Supervisors will directly re-examine; if intentional errors or fraud in vote counting are discovered, the Vote Counting Committee must bear full responsibility.

- Responding to and resolving complaints regarding voting and vote counting will be carried out by the GMS meeting Chairperson and recorded in the GMS meeting minutes.

#### **10. Effectiveness**

These regulations take effect after being approved by the Company's GMS. The Organizing Committee and relevant units within the Company are responsible for implementing related tasks according to the Regulations

LCIP



No.: /NQ-DHCD

*Ca Mau, June ...., 2026*

**RESOLUTION**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**GENERAL MEETING OF SHAREHOLDERS**  
**PETROVIETNAM PACKAGING JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020;
- Pursuant to the Charter of PetroVietnam Packaging Joint Stock Company as approved by the General Meeting of Shareholders;
- Pursuant to Meeting Minutes No. ..../BB-DHDCD-2026 and the voting results of the General Meeting of Shareholders (GMS) of PetroVietnam Packaging Joint Stock Company approving the contents at the annual meeting held on June ...., 2026.

**RESOLVED:**

**Article 1.** Approve the reports and proposals with the following contents:

1. Approve the 2025 Business Results Report and the 2026 Business Plan of the Company's Director.
2. Approve the 2025 Activity Report of the Board of Directors and the 2026 activity plan.
3. Approve the 2025 Activity Report of the Supervisory Board, the 2026 activity plan, and the proposal for selecting an auditing firm for the 2026 financial statements.

Authorize the Board of Directors to select one of the following auditing firms: KPMG Vietnam Co., Ltd., Ernst & Young Vietnam Co., Ltd., PricewaterhouseCoopers Vietnam Co., Ltd., and Deloitte Vietnam Co., Ltd. to audit the 2026 financial statements.

4. Approve the Proposal on the Company's 2026 Business Plan, specifically:

No.	Indicator	Unit	2026 Plan
1	Production volume		
	Packaging	Thousand bags	31,500.00
	Fertilizer	Tons	6,000.00



No.	Indicator	Unit	2026 Plan
	+ N. Humate Fertilizer		5,000.00
	+ Other fertilizer processing		1,000.00
2	Sales volume		
	Packaging	Thousand bags	31,500.00
	Fertilizer	Tons	12,000.00
	+ N. Humate Fertilizer		5,000.00
	+ Fertilizer trading		6,000.00
	+ Other fertilizer processing		1,000.00
3	Total Revenue	Billion VND	411.45
	Packaging		289.47
	Fertilizer		121.15
	Finance		0.83
4	Profit before tax	Billion VND	11.22
5	Profit after tax	Billion VND	8.97
6	Equity	Billion VND	71.85
	In which: Charter capital	Billion VND	48.00
	PVCFC ownership ratio	%	51.03%
7	PBT/Average Equity Ratio	%	17.88%

5. Approve the Proposal on transactions and purchase/sale contracts with affiliated persons of PetroVietnam Packaging Joint Stock Company.

6. Approve the Proposal on amending and supplementing the Company's Charter, Internal Governance Regulations, and the Operational Regulations of the Board of Directors.

7. Approve the 2025 Financial Statements audited by Deloitte Vietnam Co., Ltd.

8. Approve the Proposal on profit distribution and appropriation of funds for 2025, and the profit distribution and fund appropriation plan for 2026.

#### 2025 Profit Distribution:

No.	Item	Ratio	Amount
1	Charter capital		47,995,160,000
2	Undistributed after-tax profit from 2024 carried forward		49,294,444



3	After-tax profit for 2025 per audited financial statements		8,140,393,193
4	After-tax profit for 2025 available for distribution		8,189,687,637
5	Appropriation of funds from 2025 after-tax profit		4,108,036,936
	Development investment fund	25%	2,035,098,298
	Reward fund	10%	814,039,319
	Welfare fund	10%	814,039,319
	Manager bonus fund		444,651,675
6	Remaining after-tax profit for 2025 after fund appropriation		4,081,650,701
7	Dividend payment (in shares)	8.50%	4,079,588,600
8	Remaining undistributed profit carried forward to 2026		2,062,101

#### **Proposed 2026 Profit Distribution Plan**

No.	Indicators	Ratio	Note
1	Development investment fund	30%	
2	Reward fund appropriation	12%	
3	Welfare fund appropriation	12%	
4	Supplement to reward and welfare funds (*)		
5	Dividend payment	8.50%	Shares

(\*) Supplement to reward and welfare funds: maximum not exceeding 4 months of the average actual salary of employees.

The implementation of the 2026 after-tax profit distribution shall depend on the company's business production situation and be approved by the 2025 Annual General Meeting of Shareholders.

9. Approve the Proposal on amending and supplementing the Company's registered business lines.

10. Approve the Proposal on issuing shares to pay 2025 dividends.

11. Approve the Report on salaries, remuneration, and other benefits of the management and executive team:

a. 2025 salaries, remuneration, and other benefits of the management and executive team (BOD, Supervisory Board, Executive Board): Actual 3,464.03 Million VND.

b. 2026 plan for salaries, remuneration, and other benefits of the BOD and Supervisory Board (provisional):

- Salary and remuneration fund for the BOD and Supervisory Board: 2,570.40 Million VND.

- Bonus fund for the BOD and Supervisory Board: 428.40 Million VND.

**Article 2.** Regarding the dismissal and election of members of the Board of Directors and members of the Supervisory Board of PetroVietnam Packaging Joint Stock Company (PPC), as follows:

a. Regarding dismissal:

- Dismiss Mr. Do Thanh Hung from the position of Member of the Board of Directors (term 2024–2029).

- Dismiss Ms. Nguyen Thi Le Hang from the position of Member of the Supervisory Board (term 2021–2026).

b. Regarding election:

- Elect ..... to the position of Member of the Board of Directors of PetroVietnam Packaging Joint Stock Company (5-year term).

- Elect ..... to the position of Member of the Supervisory Board of PetroVietnam Packaging Joint Stock Company (5-year term).

**Article 3.** The General Meeting of Shareholders authorizes the Board of Directors to amend, supplement, and adjust the contents in Clause 4, Clause 8 of Article 1, and Point b, Clause 11 of Article 1 of this Resolution in accordance with the actual business production situation of the Company.

**Article 4.** This Resolution has been voted and approved by the General Meeting of Shareholders and takes effect from the date of signing. Shareholders, members of the Board of Directors, members of the Supervisory Board, and the Company's Director are responsible for implementing this Resolution.

**Recipients:**

- As per Article 4;
- PVCFC Board of Directors (for reporting);
- Archive: Admin Dept.

**ON BEHALF  
OF THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN**

