

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC PORTAL OF
THE STATE SECURITIES COMMISSION AND THE HANOI STOCK
EXCHANGE**

To:

- The State Securities Commission;
- The Hanoi Stock Exchange.

Company Name: Phuoc An Port Investment and Exploitation Petroleum Joint Stock Company

Stock Code: PAP

Head Office Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam

Phone: 02513 685588/ 19005168

Person in charge of information disclosure: Nguyen Van Hoang

Position: Head of Organization & Administration Department / Secretary of the Board of Directors / Authorized Information Disclosure Representative

Type of information disclosed: Extraordinary (within 24 hours)

Content of disclosed information: On September 25, 2026, Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company successfully held its 2026 Extraordinary General Meeting of Shareholders, as reflected in the attached Resolution, Minutes, and meeting documents.

This information was disclosed on the Company's website on the same date at the link <https://phuocanport.com>. We hereby certify that the above-disclosed information is true and accurate, and we assume full responsibility before the law for the contents disclosed.

Respectfully./.

**PHUOC AN PORT INVESTMENT AND EXPLOITATION
PETROLEUM JOINT STOCK COMPANY
INFORMATION DISCLOSURE REPRESENTATIVE**



NGUYEN VAN HOANG

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS IN 2026**

Company name	: Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company
Head office address	: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam
Enterprise Registration Certificate No	: 3601010336, first issued on May 14, 2008, amended for the 15th time on May 6, 2026
Meeting time	: Start: 8:30 a.m., September 25, 2026 End: 11:55 a.m., September 25, 2026
Meeting venue	: Meeting Room No. 1, Phuoc An Port Office, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam
Presidium	: Mr. Nguyen Thanh Dat – Chairman of the Board of Directors – Chair of the Meeting Mr. Truong Hoang Hai – Member of the Board of Directors, General Director of the Company – Member Mr. Dao Minh Tung – Member of the Board of Directors, Deputy General Director of the Company – Member
Secretary of the Meeting	: Mr. Nguyen Van Hoang – Head of the Administration and Human Resources Department – Secretary of the Meeting
Participants	: The Company's shareholders (<i>as identified in the shareholder list as of the record date of August 27, 2026</i>), members of the Board of Directors, the Supervisory Board, the Board of General Directors, and Heads/Persons in charge of the Company's Departments and Divisions.

A. OPENING OF THE GENERAL MEETING**I. Announcement of the Results of Shareholder Eligibility Verification**

Mr. Bành Hoàng Nguyễn – Head of the Shareholder Eligibility Verification Committee, announced the Minutes of Shareholder Eligibility Verification at 8:35 a.m. on September 25, 2026, as follows:

- Total number of shareholders of the Company: 311 shareholders holding 357,000,000 shares, including:
 - + Institutional shareholders: 3 shareholders holding 76,500,000 shares;
 - + Individual shareholders: 308 shareholders holding 280,500,000 shares.
- Total number of delegates attending the General Meeting: 30 delegates. These 30 delegates hold/are authorized to represent/represent 355,938,160 shares, accounting for 99.70% of the total voting shares (the list of shareholders attending/authorizing attendance is attached).

Pursuant to the Law on Enterprises and the Company's Charter, the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment and

Port Exploitation Joint Stock Company is duly qualified to proceed.

II. Statement of Purpose and Introduction of Guests and Participants

The Organizing Committee stated the purpose of the General Meeting and introduced the distinguished guests and participants attending the General Meeting.

III. Introduction of the Presidium, Secretary of the General Meeting and Vote Counting Committee

The Organizing Committee introduced the Presidium and the Secretary of the General Meeting. The General Meeting of Shareholders voted by Voting Cards, with 100% of the total voting rights of all shareholders attending the General Meeting voting in favor, as follows:

1. Presidium

- Mr. Nguyen Thanh Dat – Chairman of the Board of Directors – Chair of the Meeting

- Mr. Truong Hoang Hai – Member of the Board of Directors, General Director of the Company – Member

- Mr. Dao Minh Tung – Member of the Board of Directors, Deputy General Director of the Company – Member

2. Secretary of the General Meeting

Mr. Nguyen Van Hoang – Head of the Administration and Human Resources Department – Secretary of the General Meeting

3. Vote Counting Committee

The Organizing Committee introduced the members of the Vote Counting Committee nominated by the Presidium. The General Meeting of Shareholders voted by Voting Cards, with 100% of the total voting rights of all shareholders attending the General Meeting voting in favor, as follows:

- Mr. Trần Lê Duy Vũ – Marketing and Investment Department – Head of the Committee

- Ms. Trần Thị Thái – Organization and Administration Department – Member

- Ms. Đinh Trần Đan Nhi – Organization and Administration Department – Member

IV. Approval of the Agenda and the Working Regulations of the General Meeting

The Organizing Committee presented the Agenda and the Working Regulations of the General Meeting. The General Meeting of Shareholders voted by Voting Cards, with 100% of the total voting rights of all shareholders attending the General Meeting voting in favor.

B. PROCEEDINGS OF THE GENERAL MEETING

1. Matters Presented at the General Meeting

Prior to the General Meeting, at the request of a shareholder, the Board of Directors issued Resolution No. 83/NQ-PAP dated September 21, 2026 on the adjustment and supplementation of matters to be submitted to the 2026 Extraordinary General Meeting of Shareholders. The relevant meeting documents were sent to the shareholders, updated and posted under the Investor Relations section of the Company's website at <https://phuocanport.com>, and presented at the General Meeting, specifically as follows:

1. Adjustment of certain key tasks of the Company for 2026: Not converting the use purpose of the Phuoc An Port Logistics Services Area Investment and Construction Project, with an area of 220.4 hectares, into an industrial park.

Mr. Truong Hoang Hai – General Director/Legal Representative, presented the adjustment of certain key tasks of the Company for 2026, namely not converting the use purpose of the Phuoc An Port Logistics Services Area Investment and Construction

Project, with an area of 220.4 hectares, into an industrial park, in accordance with Document No. 75/PAP-HĐQT dated September 3, 2026.

2. The Company's Production and Business Plan for the 2026–2030 period

Mr. Nguyen Van Hoang – Head of the Administration and Human Resources Department, presented the Company's Production and Business Plan for the 2026–2030 period, in accordance with Proposal No. 85/TTr-PAP dated September 21, 2026.

3. Approval in principle of the investment in Phase 3.2 – Phuoc An Port Investment and Construction Project

Mr. Nguyen Viet Tinh – Director of the Company's Project Management Board, presented the proposal for approval in principle of the investment in Phase 3.2 – Phuoc An Port Investment and Construction Project, in accordance with Proposal No. 84/TTr-PAP dated September 21, 2026.

4. Adjustment of the Phuoc An Port Investment and Construction Project

Mr. Nguyen Viet Tinh – Director of the Company's Project Management Board, presented the proposed adjustments to the Phuoc An Port Investment and Construction Project, in accordance with Proposal No. 86/TTr-PAP dated September 21, 2026.

5. Proposal for amendment and supplementation of the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Company's Board of Directors

Mr. Nguyen Van Hoang – Head of the Administration and Human Resources Department, presented the proposed amendments and supplements to the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Company's Board of Directors, in accordance with Proposal No. 78/TTr-PAP dated September 3, 2026.

6. Dismissal of members of the Board of Directors for the 2024–2029 term

Mr. Nguyen Van Hoang – Head of the Administration and Human Resources Department, presented the matter regarding the dismissal of members of the Board of Directors for the 2024–2029 term, in accordance with Proposal No. 79/TTr-PAP dated September 3, 2026.

II. Discussion at the General Meeting

- Mr. Đào Minh Tùng – Member of the Board of Directors, Deputy General Director, and representative of the contributed capital of the Vietnam National Industry and Energy Group (Petrovietnam), presented the following comments at the 2026 Extraordinary General Meeting of Shareholders:

Phuoc An Port Project is one of the contents of the Investment Cooperation Agreement between Vietnam Oil and Gas Group, now Vietnam National Industry and Energy Group (Petrovietnam), and Dong Nai Province. The objective of the Project is to leverage the potential of both parties, develop the Project, restructure the local economy, and promote local socio-economic development. With the continued attention and support from Petrovietnam's leadership and the leadership of the Provincial People's Committee, all difficulties and obstacles arising in the Project have been resolved.

Although the Project is not within Petrovietnam's core business areas, in its role as a leading economic force of the country, Petrovietnam has consistently paid attention to and coordinated with the local authorities, accompanying the Company's shareholders in promoting the Project from an idea and policy on paper into reality. To date, most of the Project has been completed and put into operation, creating a significant improvement in the locality's competitive advantages and generating cash flows from the invested projects.

As the Project has become capable of operating independently, and in order to focus resources on its core business areas, following the Government's direction, after fulfilling its mission with respect to the Project, Petrovietnam will divest its entire capital contribution in PAP. Petrovietnam requests the Company's Management Board to base its

actions on market demand, assess investment efficiency, and strictly manage the investment indicators and schedules of the projects; efficiently operate the projects that have been invested in; improve operational efficiency; ensure investment effectiveness; and safeguard the rights and legitimate interests of shareholders and relevant stakeholders.

Petrovietnam requests PAP to: (i) Provide all documents issued by the competent authorities to ensure consistency between the approved planning and the land-use purpose for the 220.4-hectare area, while updating shareholders on the opinions and directions of the competent authorities at all levels and making information disclosures in accordance with applicable laws; (ii) Assume full responsibility before the law and for any damages arising, if any.

Petrovietnam requests that PAP not include the 2026–2030 Business and Production Plan in the agenda and contents of the General Meeting of Shareholders because the Plan was not yet complete and did not ensure shareholders' rights and interests. The Petrovietnam capital representative had issued Official Letter No. 1722/PAP-CNNL dated September 7, 2026 regarding this matter. Petrovietnam requests PAP to complete PAP's 2026–2030 Business and Production Plan in compliance with applicable laws and to ensure the rights and legitimate interests of shareholders, including Petrovietnam, and to assume responsibility if such matters affect or adversely impact Petrovietnam's rights and interests in accordance with the law.

Regarding amendments to the Company's Charter: Petrovietnam agrees with the amendments concerning the updating of terms, concepts, and the registered office address in accordance with the new administrative boundaries and in compliance with the Law on Enterprises, Decree No. 245/2025/ND-CP, and other relevant regulations.

However, Petrovietnam does not agree with reducing the number of members of the Board of Directors from seven (07) to five (05). At the same time, Petrovietnam requests PAP to: (i) Review and amend Clause 3, Article 12 of PAP's Charter and relevant provisions, specifically to provide that shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Board of Supervisors; (ii) Amend and supplement relevant provisions to ensure that Petrovietnam has its representatives participating in the Board of Directors and the Board of Supervisors, given that Petrovietnam is a founding shareholder of PAP.

- Other shareholders of the Company expressed the following opinions: They requested the Company to confirm and provide explanations regarding the increase in the total investment capital of the port area to approximately VND 28 trillion, the expansion of berths in comparison with future requirements, the shipping lines, and future cargo volumes.

- In addition, several shareholders requested the Management Board to strengthen corporate governance in order to efficiently operate and exploit Phase 1 and part of Phase 2; accelerate the construction investment progress of Phases 2 and 3 to meet part of the import and export cargo demand of customers inside and outside the region, improve investment efficiency, and maximize benefits for shareholders; and accelerate the investment procedures and construction of Phuoc An Industrial Park and Phuoc An Port Logistics Service Area in order to put these projects into operation and business activities, meet part of the demand of domestic and international customers, and contribute to attracting investment cooperation and participation in the projects.

The Presidium responded to the shareholders' opinions as follows: The Board of Directors has completed the 2026–2030 Business and Production Plan in accordance with Official Letter No. 7234/DKVN-KHĐT dated October 4, 2024 of Petrovietnam, and provided explanations regarding the increase in the total investment capital of the port area based on actual requirements.

The Presidium acknowledged the shareholders' opinions and will incorporate them

into the management and operation of the Company. In the coming period, in addition to operating Phase 1 and Phase 2 of the Phuoc An Port Project, the Company will continue to implement the construction investment of the remaining phases of the Project. At the same time, the Company will accelerate the procedures related to the investment in Phuoc An Industrial Park and the Phuoc An Port Logistics Service Area. Accordingly, the Company looks forward to continuing to receive the attention, support, and cooperation of its shareholders.

C. VOTING ON THE MATTERS

The shareholders voted on the matters presented in the Reports and Proposals at the General Meeting and cast their ballots into the ballot box prepared at the General Meeting.

On behalf of the Vote Counting Committee, Mr. Tran Le Duy Vu announced the Minutes of Vote Counting, with the following results:

1. Voting Results on the Matters Submitted for Approval

No.	Description	Number of Shares	Percentage (%)	Notes
1.	Adjustment to the Company's Key Tasks for 2026: Not to convert the function of the Phuoc An Port Logistics Service Area Construction Investment Project, covering an area of 220.4 hectares, into an industrial park.			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
2.	The company's production and business plan for the 2026–2030 period			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
3.	Approval in principle for the investment in Phase 3.2 of the Phuoc An Port Construction Investment Project			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
4.	Adjustment to the Phuoc An Port Construction Investment Project			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
5.	Amendments and supplements to the Company's Charter			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	

No.	Description	Number of Shares	Percentage (%)	Notes
6.	Amendments and supplements to the Company's Internal Regulations on Corporate Governance			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
7.	Amendments and supplements to the Operating Regulations of the Company's Board of Directors			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
8	Dismissal of members of the Board of Directors for the 2024-2029 term			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	

2. Election Results for Members of the Board of Directors for the 2026-2031 Term

The Chairman of the Board of Directors issued Notice No. 74/TB-PAP dated September 3, 2026 to the shareholders regarding the nomination and self-nomination of candidates for membership of the Board of Directors for the 2026-2031 term of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company.

The list of candidates for members of the Board of Directors for the 2026-2031 term approved by the General Meeting of Shareholders comprises:

1. Mr. Nguyen Thanh Dat
2. Mr. Truong Hoang Hai
3. Mr. Nguyen Thai Phuc
4. Mr. Tran Nhan Tam
5. Mr. Nguyen Huu Thang

- Election Results:

No.	Full Name	Number of Votes Received	Notes
1.	Mr. Nguyen Thanh Dat	342.731.396	19,26%
2.	Mr. Truong Hoang Hai	320.366.476	18,00%
3.	Mr. Nguyen Thai Phuc	313.880.976	17,64%
4.	Mr. Tran Nhan Tam	313.855.976	17,64%
5.	Mr. Nguyen Huu Thang	313.855.976	17,64%
Total		1.604.690.800	

3. Election Results for the Chairman of the Board of Directors for the 2026–2031 Term

Following the election results for the members of the Board of Directors for the 2026–2031 term, the newly elected Board of Directors held its first meeting to elect the Chairman of the Board of Directors, with the following result:

Mr. Nguyen Thanh Dat was elected Chairman of the Board of Directors of the Company for the 2026–2031 term, with 100% of the votes in favor from the attending members.

D. APPROVAL OF THE MINUTES OF THE GENERAL MEETING

- Mr. Nguyen Van Hoang – Secretary of the General Meeting, read out the full Minutes of the General Meeting and the Draft Resolution of the General Meeting.

- The Presidium conducted a vote by Voting Cards, with 100% of the votes in favor of approving the Minutes and the Resolution of the General Meeting.

- The General Meeting assigned the Presidium and the Secretary of the General Meeting to finalize the documents of the General Meeting and authorized the Chair of the General Meeting to sign the relevant documents and Resolutions concerning the matters approved at the General Meeting.

The General Meeting concluded at 11:55 a.m. on September 25, 2026.

**SECRETARY OF THE GENERAL
MEETING**

Nguyen Van Hoang

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE MEETING
CHAIRMAN OF THE BOARD OF
DIRECTORS**



Nguyen Thanh Dat

Recipients:

- Shareholders (Website PAP),
- PAP Board of Directors,
- PAP Supervisory Board,
- PAP Board of Directors
- State Securities Commission (IDS),
- Hanoi Stock Exchange (HNX),
- File: Office, Board of Directors

**LIST OF SHAREHOLDERS ATTENDING AND AUTHORIZING
REPRESENTATION**

No.	Full Name	Notes
1	Nguyễn Thanh Hoàng	
2	Trần Mạnh Cường	
3	Trần Bá Tài	
4	Trần Phi Hùng	
5	Võ Thị Hồng Thắm	
6	Bùi Hữu Quốc Bảo	
7	Hoàng Thanh Hùng	
8	Phan Thế Anh	
9	Bành Xuân Hoài	
10	Võ Trung Thành	
11	Trương Công Bình	
12	Trần Nhân Tâm	
13	Trương Công Nghĩa	
14	Trần Văn Nguyễn	
15	Trần Bảo Chung	
16	Hà Văn Nam	
17	Phạm Hồng Khánh	
18	Phạm Văn Khánh	
19	Lê Đình Nghiệm	
20	Nguyễn Tiến Trung	
21	Nguyễn Quốc Hưng	
22	Phạm Quốc Chí	
23	Mê Văn Phương	
24	Hoàng Đức Thế	
25	Trần Hữu Dũng	
26	Trần Ngọc Anh	
27	Vũ Ngọc Thắng	
28	Công ty TNHH MTV Hoành Sơn	
29	Công ty TNHH TM DV Đại Lộc Phát 68	
30	Tập Đoàn Công Nghiệp – Năng Lượng Quốc Gia Việt Nam	



**RESOLUTION 2026 EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF PHUOC AN PETROLEUM INVESTMENT AND
PORT EXPLOITATION JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises;

Pursuant to the Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to the Minutes of the 2026 Extraordinary General Meeting of Shareholders No. 91/BB-PAP dated September 25, 2026 of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company.

RESOLUTION

Article 1: Approval of the adjustment to certain key tasks of the Company for 2026: not converting the function of the 220.4-hectare Phuoc An Port Logistics Services Project into an industrial park, specifically:

1. Not continuing to implement the investment plan for the Phuoc An Industrial Park Project based on the 220.4-hectare Phuoc An Port Logistics Services Project.

2. Continuing to invest in the existing 220.4-hectare Phuoc An Port Logistics Services Project.

3. Assigning the General Director of the Company to carry out the relevant procedures for the investment in and construction of the Phuoc An Port Logistics Services Project in accordance with applicable regulations and submit the same to the Board of Directors for approval.

Article 2: Approval of the Company's production and business plan for the 2026–2030 period, pursuant to Proposal No. 85/TTr-PAP dated September 21, 2026.

Article 3: Approval in principle of the investment in Phase 3.2 of the Phuoc An Port Construction Investment Project, pursuant to Proposal No. 84/TTr-PAP dated September 21, 2026.

Article 4: Approval of the adjustment to the Phuoc An Port Construction Investment Project, pursuant to Proposal No. 86/TTr-PAP dated September 21, 2026.

Article 5: Approval of the amendments and supplements to:

- The Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

- The Internal Regulations on Corporate Governance of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;



- The Regulations on the Operation of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company.

Article 6: Approval of the dismissal of the members of the Board of Directors for the 2024–2029 term, specifically:

1. Dismissal of the members of the Board of Directors for the 2024–2029 term, including:

- Mr. Nguyen Thanh Dat – Member of the Board of Directors/Chairman of the Board of Directors;

- Mr. Dao Minh Tung – Member of the Board of Directors;

- Mr. Nguyen Huu Thang – Member of the Board of Directors;

- Mr. Truong Hoang Hai – Member of the Board of Directors;

- Mr. Nguyen Thai Phuc – Member of the Board of Directors;

- Mr. Nguyen Hong Son – Member of the Board of Directors;

- Mr. Tran Nhan Tam – Member of the Board of Directors.

2. The dismissal shall take effect from the time this Resolution is approved by the General Meeting of Shareholders.

Article 7: Approval of the election results for the members of the Board of Directors for the 2026–2031 term, specifically:

1. Members of the Board of Directors:

- Mr. Nguyen Thanh Dat;

- Mr. Truong Hoang Hai;

- Mr. Nguyen Thai Phuc;

- Mr. Tran Nhan Tam;

- Mr. Nguyen Huu Thang.

2. Chairman of the Board of Directors:

Based on the election results of the members of the Board of Directors for the 2026–2031 term, the Board of Directors held a meeting and elected Mr. Nguyen Thanh Dat as Chairman of the Board of Directors of the Company for the 2026–2031 term in accordance with regulations.

Enclosed with the Minutes of the Board of Directors Meeting No. 89/BB-PAP dated September 25, 2026

Article 8: The 2026 Extraordinary General Meeting of Shareholders of the Company assigns the Presidium and the Secretary of the Meeting to finalize the Meeting documents; and assigns the Chairperson of the Meeting – Chairman of the Board of Directors of the Company to sign the documents and resolutions relating to the matters approved at the Meeting.

Article 9: This Resolution was approved by the 2026 Extraordinary General Meeting of Shareholders of the Company on September 25, 2026. The Board of Directors, Board of Supervisors, Legal Representative, General Director, and relevant individuals and units shall be responsible for implementing this Resolution./.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE MEETING
CHAIRMAN OF THE BOARD OF
DIRECTORS**

Recipients:

- As stated in Article 9,
- State Securities Commission (IDS),
- Hanoi Stock Exchange (HNX),
- Website PAP,
- PAP Board of Directors,
- File: Office, Board of Directors.



Nguyễn Thanh Dat



RESOLUTION

Re: Approval in Principle of the Investment in Phase 3.2 of the Phuoc An Port Construction Investment Project

**GENERAL MEETING OF SHAREHOLDERS
PHUOC AN PETROLEUM INVESTMENT AND PORT EXPLOITATION
JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises;

Pursuant to the Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to the Minutes of the 2026 Extraordinary General Meeting of Shareholders No. 91/BB-PAP dated September 25, 2026 of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company No. 92/NQ-PAP dated September 25, 2026.

RESOLUTION

Article 1: Approval in principle of the investment in Phase 3.2 of the Phuoc An Port Construction Investment Project, with the following details:

1. Approval in principle of the investment in Phase 3.2 of the Phuoc An Port Construction Investment Project, specifically:

- Investment project name: Phase 3.2 – Phuoc An Port Construction Investment Project;

- Investment objectives: To enhance port handling capacity and develop logistics activities and related services in accordance with the Company's planning and development orientations;

- Investment location: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City;

- Scale: Land area of 45 hectares; quay length of 985 m; quay width of 48 m;

- Estimated total investment: VND 5,982.5 billion;

- Investment capital sources:

+ The Company's equity;

+ Loans from banks, credit institutions and financial institutions;

+ Capital raised through other lawful forms of capital mobilization;

+ Other lawful sources of capital;

- Expected implementation period: 2026–2027.

The project scale, total investment amount and implementation period shall be updated based on the design and cost estimate prepared, reviewed, appraised and approved by the Board of Directors in accordance with applicable regulations.



Article 2: Approval of the authorization granted to the Board of Directors to:

1. Organize and carry out the preparation of construction drawing designs, cost estimates, contractor selection plans, and other procedures related to the construction investment of Phase 3.2 of the Phuoc An Port Construction Investment Project in accordance with applicable regulations;
2. Approve the construction drawing design and the official total investment amount based on the design and cost estimate prepared, reviewed and appraised in accordance with applicable regulations; and approve the contractor selection plan for Phase 3.2 of the Phuoc An Port Construction Investment Project;
3. Carry out procedures for increasing the Company's charter capital and raising equity capital to ensure the required equity contribution for the construction investment of Phase 3.2 of the Phuoc An Port Construction Investment Project;
4. Decide on capital mobilization plans, arrange and use funding sources for the implementation of Phase 3.2 of the Phuoc An Port Construction Investment Project, including equity, loans, credit facilities and other lawful sources of capital; decide on borrowing, and enter into credit agreements, loan agreements, financing arrangements and other related documents;
5. Decide on security measures for the Company's financial obligations related to capital mobilization for the implementation of Phase 3.2 of the Phuoc An Port Construction Investment Project, including mortgage, pledge of assets, assets to be formed in the future, and other security measures in accordance with applicable laws;
6. Approve contractor and supplier selection plans; negotiate, enter into and perform contracts serving the implementation of Phase 3.2 of the Phuoc An Port Construction Investment Project, and decide on other matters within the authority of the Board of Directors;
7. The Board of Directors shall report to the General Meeting of Shareholders on the implementation status of Phase 3.2 of the Phuoc An Port Construction Investment Project at the nearest General Meeting of Shareholders.

Article 3: This Resolution shall take effect from the date of signing. The Board of Directors, Board of General Directors, and Board of Supervisors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company shall be responsible for implementing this Resolution./.

Recipients:

- As stated in Article 3,
- File: Office, Board of Directors

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE MEETING
CHAIRMAN OF THE BOARD OF
DIRECTORS**



Nguyễn Thanh Dat

RESOLUTION

Re: Re: Approval of the Adjustment to the Phuoc An Port Construction Investment Project

**GENERAL MEETING OF SHAREHOLDERS
PHUOC AN PETROLEUM INVESTMENT AND PORT EXPLOITATION
JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises;

Pursuant to the Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to the Minutes of the 2026 Extraordinary General Meeting of Shareholders No. 91/BB-PAP dated September 25, 2026 of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company No. 92/NQ-PAP dated September 25, 2026.

RESOLUTION

Article 1: Approval of the adjustment to the Phuoc An Port Construction Investment Project, with the following details:

1. Project name: Phuoc An Port Construction Investment Project.
2. Project objective: Investment in the construction of Phuoc An Port.
3. Project scale: Investment in the construction of Phuoc An Port as an international seaport and a regional hub, capable of receiving vessels of up to 60,000 DWT, comprising 09 berths with a total length of 2,830 m.

During the design process, the berth structures shall be designed and calculated to ensure their capability to accommodate vessels with larger carrying capacities in the future when the port's master plan is upgraded.

4. Project location: Phuoc An Commune, Dong Nai City.
5. Approximate land use area: 164.4 hectares.
6. Total project investment: VND 28,351,972,704,768, of which the capital contributed for project implementation is VND 4,252,795,905,715 (equivalent to 15% of the total investment), divided into three investment phases:
 - a. Phase 1 (2017–2024): Total investment of VND 5,294,552,252,000, including equity of VND 794,182,837,800.
 - b. Phase 2 (2024–2027): Total investment of VND 8,584,314,934,596, including equity of VND 1,287,647,240,189, of which:
 - **Phase 2.1:** VND 7,539,439,122,099, including equity of VND 1,130,915,868,315
 - **Phase 2.2:** VND 1,044,875,812,497, including equity of VND 156,731,371,875.



c. **Phase 3 (2025–2031):** Total investment of VND 14,473,105,518,172, including equity of VND 2,170,965,827,726, of which:

- **Phase 3.1:** VND 8,490,609,713,172, including equity of VND 1,273,591,456,976

- **Phase 3.2:** VND 5,982,495,805,000, including equity of VND 897,374,370,750.

7. Project implementation schedule: From 2017 to 2031, implemented in three investment phases:

a. Phase 1 (2017–2024): Construction of 02 container berths capable of handling both container and general cargo; internal bridge; container yard; general cargo yard; internal roads; main administration building; power supply station; warehouses and workshops; power supply, water supply, drainage and wastewater treatment systems; fire prevention and firefighting system; telecommunications system; port gate; weighbridge; fencing; and restrooms.

b. Phase 2 (2024–2027): Construction of 03 container berths; internal bridge; container yard; general cargo yard; equipment storage yard; parking area; internal roads; enclosed warehouse; repair workshop; RTG repair area; auxiliary administration building; workers' accommodation; customs station; power supply station; water supply station; fuel station; wastewater treatment station; container washing area; waste collection station; guardhouse; port gate; and landscaping.

c. Phase 3 (2025–2031): Construction of 02 container berths; 02 general cargo berths; internal bridge; container yard; general cargo yard; repair workshop; RTG repair area; container washing area; customs station; power supply station; water supply station; fuel station; waste collection station; internal roads; enclosed warehouse; landscaping; and completion of the entire project.

The investor conditions and project operating term specified in Investment Registration Certificate No. 7530322848 dated July 3, 2024, issued by the Department of Planning and Investment of Dong Nai Province, shall remain unchanged.

8. Project management: The investor shall directly manage the project implementation. The Project Management Board under PAP shall, on behalf of the investor, manage the construction investment activities.

Article 2: Approval of the authorization granted to the Board of Directors:

1. The Board of Directors is authorized to organize, decide on and approve the necessary tasks and procedures for the implementation of the Phuoc An Port Construction Investment Project, including the adjustment of the Project, investment in the remaining Phases and other related matters, based on the policy approved by the General Meeting of Shareholders under Article 1 of this Resolution, in compliance with applicable laws and the Company's Charter; and to report to the General Meeting of Shareholders at its nearest meeting, including but not limited to the following matters:

- Work with competent state authorities and carry out procedures related to the adjustment of the Phuoc An Port Construction Investment Project to ensure conformity with actual conditions, planning and relevant legal regulations;

- Decide on and approve adjustments to the Project, including changes to and supplementation of investment objectives, division into Phases, adjustment of the implementation schedule, total investment amount and other related matters in accordance with applicable regulations;

- Carry out procedures for adjustment of the investment policy and adjustment of the investment project in the event of changes to planning, total investment amount or

other matters as prescribed by the State; and decide on, approve or submit such matters to the competent authorities for approval in accordance with applicable regulations;

- Organize the preparation of design documents, cost estimates and contractor selection plans, and carry out procedures related to construction investment for the remaining Phases of the Phuoc An Port Construction Investment Project in accordance with applicable regulations;

- Approve the design documents and official total investment amount based on the design and cost estimates prepared, reviewed and appraised in accordance with applicable regulations; approve contractor selection plans and other matters within the authority of the Board of Directors with respect to the remaining Phases of the Phuoc An Port Construction Investment Project;

- Carry out procedures for increasing charter capital, raising equity and other lawful sources of capital to ensure the required equity contribution for the construction investment of the remaining Phases of the Phuoc An Port Construction Investment Project;

- Decide on capital mobilization plans, arrange and use funding sources for the construction investment of the remaining Phases of the Project, including equity, loans, credit facilities and other lawful sources of capital; decide on borrowing and enter into credit agreements, loan agreements, financing arrangements and other related documents;

- Decide on security measures for the Company's financial obligations related to capital mobilization for the implementation of the remaining Phases of the Project, including mortgages, pledges of assets, assets to be formed in the future and other security measures in accordance with applicable laws;

- Select contractors and suppliers; negotiate, enter into and perform contracts serving the implementation of the remaining Phases of the Project; and decide on other matters within the authority of the Board of Directors during the implementation of the Project;

- Decide on matters relating to investment cooperation, joint ventures and associations with capable and experienced partners for the implementation of the whole or part of the Phuoc An Port Construction Investment Project, in compliance with applicable laws and ensuring the Company's investment efficiency;

- Organize the effective business operation and exploitation of the Phuoc An Port Construction Investment Project, initially focusing on the effective operation of Phase 1 and the components of Phase 2 that are eligible for operation, in order to meet the cargo demand of customers inside and outside the region, improve investment efficiency and generate benefits for shareholders;

- Organize the implementation and completion of the construction investment of the remaining Phases of the Project in accordance with the approved schedule, quality standards, scale, investment efficiency and objectives;

- Decide on and carry out other relevant tasks and procedures arising during the implementation of the Project and its remaining Phases that fall within the authority of the Board of Directors, in order to ensure the coordinated, continuous and effective implementation of the Project, in compliance with applicable laws, the Company's Charter and the policy approved by the General Meeting of Shareholders.

2. The Board of Directors shall be responsible to the General Meeting of Shareholders for the implementation of the authorized matters and shall report to the General Meeting of Shareholders at its nearest meeting in accordance with applicable regulations.

Article 3: This Resolution shall take effect from the date of signing. The Board of Directors, Board of General Directors, and Board of Supervisors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company shall be responsible for implementing this Resolution./.

Recipients:

- As stated in Article 3;
- File: Office, Board of Directors.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS**

**CHAIRMAN OF THE MEETING
CHAIRMAN OF THE BOARD OF
DIRECTORS**



Nguyen Thanh Dat



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
PHUOC AN PETROLEUM INVESTMENT AND PORT EXPLOITATION
JOINT STOCK COMPANY

Dong Nai, September 25, 2026

PREAMBLE

The Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company is adopted pursuant to Resolution No. 92/NQ-PAP dated September 25, 2026, of the Company's 2026 Extraordinary General Meeting of Shareholders.

I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

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

a. "Charter Capital" means the total par value of shares sold or subscribed for upon establishment of the joint stock company and as provided in Article 6 of this Charter;

b. "Voting Capital" means the share capital in respect of which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;

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

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

dd. "Vietnam" means the Socialist Republic of Vietnam;

e. "Date of Establishment" means the date on which the Company was first issued with the Enterprise Registration Certificate;

g. "Executive Officers" means the General Director, Deputy General Directors, Chief Accountant and other executive officers as provided for in the Company's Charter;

h. "Managers of the enterprise" means managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as prescribed in the Company's Charter

i. "Related Person" means an individual or organization as specified in Clause 46, Article 4 of the Law on Securities;

k. "Major Shareholder" means a shareholder as specified in Clause 18, Article 4 of the Law on Securities;

l. "Operating Term" means the operating term of the Company as provided in Clause 5, Article 2 of this Charter;

m. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or other legal document shall include any amendments thereto or any legal document replacing such provision or document.

3. The headings of Chapters and Articles of this Charter are included for convenience of reference only and shall not affect the interpretation or contents of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices and Operating Term of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN DẦU KHÍ ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

- English name: PETROVIETNAM PHUOC AN PORT INVESTMENT & OPERATION JOINT STOCK COMPANY

- Trading name: PHUOC AN PORT

- Abbreviated name: PAP

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

3. The registered head office of the Company is:

- Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam.

- Telephone: 0251 3685588; 19005168;

- Email: info@phuocanport.com

- Website: <https://phuocanport.com>

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

5. Unless the Company's operation is terminated prior to the expiry of its term in accordance with Clause 2, Article 54, the Company's operating term shall commence from the Date of Establishment and shall be indefinite.

Article 3. Legal Representatives of the Company

1. The Chairperson of the Board of Directors and the General Director shall be the legal representatives of the Company.

2. The rights and obligations of the legal representatives shall be exercised in accordance with the Law on Enterprises, the Civil Code and other applicable laws and regulations.

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

Article 4. Business Objectives of the Company

1. Business lines of the Company:

- Investment in, operation and exploitation of seaports and logistics services; real estate business; investment in, construction and business of infrastructure of industrial parks, residential areas and urban areas, housing services for workers, and other related services in accordance with the law.

- Electricity generation, VSIC code 3511 (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants of particularly important socio-economic significance).

- Electricity transmission and distribution, VSIC code 3512 (excluding national power system transmission and dispatch, management of electricity distribution grids, multi-purpose hydropower and nuclear power of particularly important socio-economic significance).

- Construction of power works, VSIC code 4221 (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants of particularly important socio-economic significance).

2. Objectives of the Company's operations:
 - a. To maximize profits;
 - b. To continuously enhance the interests of the Shareholders;
 - c. To create employment opportunities, improve the income and well-being of employees;
 - d. To develop and expand the Company;
 - e. To contribute to the State budget.

Article 5. Scope of Business and Operations of the Company

The Company may conduct business activities in the business lines specified in this Charter, which have been registered with, and for which changes to the registered business contents have been notified to, the business registration authority and publicly disclosed on the National Business Registration Portal. In the event that the Company conducts business lines subject to conditional investment and business requirements, the Company shall fully satisfy the applicable business conditions in accordance with the Law on Investment and relevant specialized law.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Charter Capital of the Company as at the date of adoption of this Charter is VND 3,570,000,000,000 (Three trillion five hundred and seventy billion Vietnamese Dong). The total Charter Capital of the Company is divided into 357,000,000 (Three hundred and fifty-seven million) shares, each having a par value of VND 10,000 (Ten thousand Vietnamese Dong) per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As at the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each type of shares are provided in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership ratios of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not subscribe for in full shall be determined by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares previously issued by the Company in accordance with the methods provided in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

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

2. A share is a type of security certifying the lawful rights and interests of its holder with respect to a portion of the equity capital of the issuing organization. A share certificate must contain all information required under Clause 1, Article 121 of the Law on Enterprises.

3. Within sixty (60) days from the date on which the Company receives a complete application for the transfer of ownership of shares in accordance with the Company's regulations, or within sixty (60) days (or another period as stipulated in the relevant issuance terms) from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing the share certificate.

4. In the event that a share certificate is lost, destroyed or otherwise damaged, the shareholder may request the Company to reissue the share certificate. The shareholder's request must contain the following information:

a. Information concerning the lost, damaged or otherwise destroyed share certificate;

b. An undertaking to assume responsibility for any disputes arising from the issuance of the new share certificate.

Article 8. Other Securities Certificates

Certificates of bonds or other securities issued by the Company shall bear the signature of the legal representative of the Company and the Company's seal.

Article 9. Transfer of Shares

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

2. Shares that have not been fully paid for may not be transferred and shall not be entitled to the related rights, including the right to receive dividends, the right to receive shares issued to increase share capital from the Company's equity, the right to purchase newly offered shares, and other rights as provided by law.

Article 10. Redemption of Shares

1. Where a shareholder fails to fully and timely pay the amount payable for the purchase of shares, the Board of Directors shall issue a notice and shall have the right to require such shareholder to pay the outstanding amount together with interest thereon and any costs incurred by the Company as a result of such failure to make full payment.

2. The payment notice referred to above must specify a new payment deadline, which shall be at least seven (07) days from the date of dispatch of the notice, and the place of payment. The notice must also specify that, if payment is not made as required, the unpaid shares shall be recovered.

3. The Board of Directors shall have the right to recover shares that have not been fully and timely paid for if the requirements specified in the above notice are not complied with.

4. Recovered shares shall be deemed to be shares available for offering as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or redistribute such shares, or authorize another party to do so, on such terms and in such manner as the Board of Directors considers appropriate.

5. A shareholder holding recovered shares shall cease to be a shareholder with respect to such shares, but shall remain liable for payment of all amounts relating thereto and interest accrued at a rate not exceeding 150% of the prevailing lending interest rate for loans of the same term offered by the best-rated bank in Vietnam at the time of recovery, as determined by the Board of Directors, from the date of recovery until the date of payment. The Board of Directors shall have full discretion to enforce payment of the entire value of the shares at the time of recovery.

6. The notice of recovery shall be sent to the holder of the recovered shares prior to the date of recovery. The recovery shall remain valid even in the event of any error or negligence in the delivery of such notice.

V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organizational, Governance and Control Structure

The organizational, governance and control structure of the Company comprises:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise their voting rights directly at meetings of the General Meeting of Shareholders or through an authorized representative or by other methods as provided for in the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

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

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

d. To have priority in subscribing for new shares in proportion to each shareholder's ownership ratio of ordinary shares in the Company;

e. To inspect, access and extract information concerning their names and contact addresses in the list of shareholders entitled to vote, and to request correction of inaccurate information concerning themselves;

f. To inspect, access, extract or photocopy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. In the event that the Company is dissolved or declared bankrupt, to receive a portion of the remaining assets in proportion to their shareholding ratio in the Company;

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

i. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits on its holder. Where the Company has preference share classes, the rights and obligations attached to such 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 applicable laws;

k. Other rights as provided by law and this Charter.

2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

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

b. To inspect, access and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets;

c. To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and must include the following information: full name, contact address, nationality and legal identification number of the individual shareholder; name, enterprise identification number or legal identification number, and head office address of an organizational shareholder; number of shares and date of registration of shares held by each shareholder; total number of shares held by the group of shareholders and their ownership ratio of the total shares of the Company; the matters to be inspected and the purpose of the inspection;

d. To propose matters to be included in the agenda of a meeting of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must specify the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda;

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

3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares, or another lower percentage as provided in the Company's Charter, shall have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be conducted as follows:

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

b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations, and to comply with decisions of the General Meeting of Shareholders and the Board of Directors.
2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of their contributed share capital in violation of this Clause, such shareholder and any related person having an interest in the Company shall be jointly and severally liable for the Company's debts and other property obligations within the value of the shares withdrawn and for any resulting damage.
3. To keep confidential information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to refrain from disseminating, reproducing or forwarding information provided by the Company to any other organization or individual.
4. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following methods:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting through an online meeting, electronic voting or other electronic means;
 - d. Sending a voting ballot to the meeting by post, fax or email.
5. To fully and timely pay for the number of shares they have committed to purchase.
6. To fulfill other obligations as provided by applicable laws.
7. To bear personal liability where, in the name of the Company and in any form, they commit any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
 - c. Paying debts that are not yet due where the Company is facing financial risks.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the deadline for holding the Annual General Meeting of Shareholders where necessary, but the meeting must be held no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be deemed to be the place where the chairperson attends and presides over the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with applicable laws and the Company's Charter, in particular, approve the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be obliged to attend the Annual General Meeting of Shareholders of the Company.

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

- a. The Board of Directors considers it necessary for the benefit of the Company;
- b. The remaining number of members of the Board of Directors or members of the Board of Supervisors is less than the minimum number prescribed by law;
- c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or the request may be made in multiple copies bearing the signatures of all relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as provided 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 on which the number of remaining members of the Board of Directors or members of the Board of Supervisors falls as specified in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article;

b. Where the Board of Directors fails to convene the General Meeting of Shareholders as provided in Point a, Clause 4 of this Article, the Board of Supervisors shall, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. Where the Board of Supervisors fails to convene the General Meeting of Shareholders as provided in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders on behalf of the Company in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting and adopting resolutions of the General Meeting of Shareholders. All costs incurred in convening and conducting the General Meeting of

Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedures for holding a General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and duties:

- a. To approve the Company's development orientation;
- b. To decide on the classes of shares and the total number of shares of each class that may be offered; and to decide on the annual dividend rate for each class of shares;
- c. To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
- d. To decide on investment in, or sale of, assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h. To consider and deal with violations committed by members of the Board of Directors or members of the Board of Supervisors 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 payable to the Board of Directors and the Board of Supervisors;
- k. To approve the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- l. To approve the list of approved audit firms; to decide on the approved audit firm to conduct an audit of the Company's operations, and to dismiss an approved auditor where deemed necessary;
- m. Other rights and duties as provided by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on corporate governance and the operating results of the Board of Directors and each member thereof;
- d. The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
- e. The self-assessment report of the Board of Supervisors and each Supervisor on their performance;

- f. The dividend rate applicable to each share of each class;
- g. The number of members of the Board of Directors and the Board of Supervisors;
- h. Approval of the list of approved audit firms; and decision on the approved audit firm to conduct an audit of the Company's operations where deemed necessary;
- i. Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- j. Decision on the budget or total remuneration, bonuses and other benefits payable to the Board of Directors and the Board of Supervisors;
- k. Amendments and supplements to the Company's Charter;
- l. The class and number of new shares to be issued for each class of shares, and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
- m. Division, separation, consolidation, merger or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o. Decision on investment transactions or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company as recorded in its most recent financial statements;
- p. Decision on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- q. Contracts or transactions entered into by the Company with the persons specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company as recorded in its most recent financial statements;
- r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- s. Other matters as provided by law and this Charter.

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

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

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

2. The authorization of an individual or organization to represent a shareholder at a meeting of the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with the civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the authorization term, and the signatures of both the authorizing and authorized parties.

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In the case of sub-

authorization, the person attending the meeting must also present the original authorization document issued by the shareholder or the authorized representative of an organizational shareholder, if such document has not previously been registered with the Company.

3. Votes cast by an authorized person attending a meeting within the scope of the authorization shall remain valid upon the occurrence of any of the following events:

- a. The authorizing person dies, has limited capacity to perform civil acts, or has lost capacity to perform civil acts;
- b. The authorizing person cancels the authorization;
- c. The authorizing person cancels the authority of the person exercising the authorization.

This provision shall not apply where the Company receives notice of any of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 17. Changes to Rights

1. Any change to or cancellation of special rights attached to a class of preference shares shall take effect upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning a matter that adversely changes the rights and obligations of holders of preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total preference shares of the relevant class represented at the meeting, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of the relevant class where the resolution is adopted by written ballot.

2. A separate meeting of shareholders holding a class of preference shares to approve the change of rights referred to above shall only be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of participants is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of such class who are present in person or through authorized representatives, regardless of the number of shareholders and the number of shares held, shall be deemed to constitute a sufficient quorum. At such separate meetings of preference shareholders, shareholders of the relevant class who are present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of the shares, special rights attached to classes of shares carrying preference rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening of Meetings, Meeting Agenda and Notice of Meetings of the General Meeting of Shareholders

1. The Board of Directors shall convene both annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening a meeting of the General Meeting of Shareholders shall perform the following tasks:

a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

b. Prepare the agenda and contents of the meeting;

c. Prepare documents for the meeting;

d. Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting;

e. Determine the time and venue of the meeting;

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

g. Perform other tasks serving the meeting.

3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses, and shall simultaneously be published on the Company's website, the website of the State Securities Commission, and the website of the Stock Exchange on which the Company's shares are listed or registered for trading. The person convening the meeting of the General Meeting of Shareholders must send the notice of invitation to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders, with the period calculated from the date on which the notice is duly sent or delivered.

The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where the documents are not enclosed with the notice of the meeting, the notice must specify a link to all meeting documents for shareholders to access, including:

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

b. The list and detailed information of candidates in the event of election of members of the Board of Directors or members of the Board of Supervisors;

c. Voting ballots;

d. Form for appointment of an authorized representative to attend the meeting;

e. Draft resolutions on each matter included in the meeting agenda.

4. A shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must specify the full name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal specified in Clause 4 of this Article in any of the following cases:

a. The proposal is submitted in violation of the requirements specified in Clause 4 of this Article;

b. At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as required under Clause 2, Article 12 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 provided by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include a proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders may be conducted when the attending shareholders represent more than fifty percent (50%) of the total voting rights.

2. If the first meeting does not satisfy the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within thirty (30) days from the scheduled date of the first meeting. The second meeting of the General Meeting of Shareholders may be conducted when the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

3. If the second meeting does not satisfy the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third meeting of the General Meeting of Shareholders may be conducted regardless of the total voting rights represented by the attending shareholders.

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

1. Before the opening of a meeting, the Company must carry out shareholder registration and continue the registration process until all shareholders entitled to attend the meeting who are present have completed registration, as follows:

a. Upon shareholder registration, the Company shall issue each shareholder or authorized representative having voting rights a voting card, specifying the registration number, full name of the shareholder, full name of the authorized representative, and number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the meeting, voting cards in favor of a resolution shall be collected first, followed by voting cards against the resolution, and the total number of votes in favor and against shall then be counted for determination. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b. A shareholder, an authorized representative of an organizational shareholder, or an authorized person who arrives after the meeting has commenced shall have the right to register immediately and, after registration, shall have the right to participate and vote at the meeting. The Chairperson shall not be required to suspend the meeting to allow late-arriving

shareholders to register, and the validity of matters previously voted upon shall not be affected.

2. The election of the Chairperson, Secretary and Vote Counting Committee shall be conducted as follows:

a. The Chairperson of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson at meetings of the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves to act as Chairperson of the meeting by majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the persons attending the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;

b. Except as provided in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall be appointed as Chairperson of the meeting;

c. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the time allocated to each matter included in the meeting agenda.

4. The Chairperson of the General Meeting of Shareholders shall have the right to take necessary measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of participants, including:

- a. Arranging seating at the venue of the General Meeting of Shareholders;
- b. Ensuring the safety of all persons present at the meeting venue;
- c. Facilitating shareholders to attend or continue attending the meeting.

The person convening the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. Such measures may include issuing admission cards or applying other appropriate measures.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. A shareholder or authorized person attending the meeting who arrives after the meeting has commenced shall still be permitted to register and shall have the right to participate in voting immediately after registration. In such case, the validity of matters previously voted upon shall not be affected.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a. To require all persons attending the meeting to undergo security checks or other lawful and reasonable security measures;

b. To request competent authorities to maintain order at the meeting and to expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's directions, intentionally disrupts order, obstructs the normal progress of the meeting, or fails to comply with security check requirements.

8. The Chairperson shall have the right to postpone a General Meeting of Shareholders at which sufficient participants have registered for a maximum period of three (03) working days from the scheduled opening date of the meeting, and may only postpone the meeting or change its venue in the following cases:

a. The meeting venue does not have sufficient convenient seating for all participants;

b. The communication facilities at the meeting venue are insufficient to enable shareholders to participate, discuss and vote;

c. There are participants who obstruct or disrupt the meeting or are likely to prevent the meeting from being conducted fairly and lawfully.

9. If the Chairperson postpones or suspends a General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the Chairperson and preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and enforceable.

10. Where the Company applies modern technology to conduct the General Meeting of Shareholders through an online meeting, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities.

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

1. A resolution on any of the following matters shall be adopted if it is approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a. The class of shares and the total number of shares of each class;

b. Changes to the business lines and business sectors;

c. Changes to the organizational and management structure of the Company;

d. An investment project or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements, unless the Company's Charter provides for a different ratio or value;

e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except for the matters specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises, or where a specific approval ratio is otherwise provided in the Company's Charter.

3. A resolution of the General Meeting of Shareholders adopted with the approval of one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures and formalities for adopting such resolution are in violation of the Law on Enterprises and the Company's Charter.

Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be conducted as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders where it considers such action necessary for the benefit of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the written opinion form, draft resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution, and send them to all shareholders having voting rights no later than ten (10) days prior to the deadline for returning the completed written opinion forms. The requirements and methods for sending the written opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The written opinion form must contain the following principal contents:

a. The name, head office address and enterprise identification number of the Company;

b. The purpose of obtaining shareholders' opinions;

c. Full name, contact address, nationality and legal identification number of an individual shareholder; name, enterprise identification number or legal identification number and head office address of an organizational shareholder; or full name, contact address, nationality and legal identification number of the individual representing an organizational shareholder; and the number of shares of each class and the number of voting rights of the shareholder;

d. The matter on which shareholders' opinions are sought for adoption of a resolution;

e. Voting options, including in favor, against and abstain, for each matter on which opinions are sought;

f. The deadline for returning the completed written opinion form to the Company;

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

4. A completed written opinion form must bear the signature of an individual shareholder, or the legal representative of an organizational shareholder, or the individual or legal representative of an organization authorized to represent the shareholder.

5. The completed written opinion form may be returned to the Company by the following methods:

a. By post: The completed written opinion form sent to the Company must be enclosed in a sealed envelope and may not be opened before the vote counting;

b. By fax or email: The completed written opinion form sent to the Company by fax or email must be kept confidential until the vote counting;

c. Written opinion forms received by the Company after the deadline specified in the written opinion form, or opened before the vote counting in the case of postal submission, or disclosed before the vote counting in the case of submission by fax or email, shall be invalid. Written opinion forms that are not returned shall be deemed not to have participated in voting.

6. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes in the presence of the Board of Supervisors or a shareholder who does not

hold a managerial position in the Company. The vote-counting minutes must contain the following principal contents:

- a. The name, head office address and enterprise identification number of the Company;
- b. The purpose and matters on which opinions are sought for adoption of resolutions;
- c. The number of shareholders who participated in voting and the total number of voting rights cast, distinguishing between valid and invalid votes and the methods of returning the voting forms, together with an appendix containing the list of participating shareholders;
- d. The total number of votes in favor, against and abstentions for each matter;
- e. The matters approved and the corresponding approval ratios;
- f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter and the vote-counting supervisor.

Members of the Board of Directors, the vote counter and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damage arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

7. The vote-counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date on which the vote counting is completed. Where the Company has a website, the delivery of the vote-counting minutes and resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of the vote counting.

8. Completed written opinion forms, vote-counting minutes, adopted resolutions and relevant documents enclosed with the written opinion forms must be retained at the Company's head office.

9. A resolution shall be adopted by written consultation with shareholders if it is approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same legal effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be made in Vietnamese and may additionally be made in a foreign language, and must contain the following principal contents:

- a. The name, head office address and enterprise identification number of the Company;
- b. The time and venue of the General Meeting of Shareholders;
- c. The meeting agenda and contents of the meeting;
- d. Full names of the Chairperson and Secretary;
- e. A summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;

f. The number of shareholders and total voting rights of shareholders attending the meeting; an appendix containing the list of registered shareholders and their representatives attending the meeting, together with the corresponding number of shares and voting rights;

g. The total number of votes cast on each matter, specifying the voting method, total number of valid and invalid votes, votes in favor, votes against and abstentions, and the corresponding ratios to the total voting rights of shareholders attending the meeting;

h. Matters approved and the corresponding approval ratios;

i. Signatures of the Chairperson and Secretary. Where the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all contents required under this Clause. The minutes must clearly state that the Chairperson or Secretary refused to sign the minutes.

2. Minutes made in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions of the minutes, the Vietnamese version shall prevail.

3. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and Secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Resolutions, minutes of meetings of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting together with the signatures of shareholders, authorization documents for attending the meeting, all documents attached to the minutes (if any), and documents relevant to the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure on the securities market and retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders or the vote-counting minutes for written consultation with shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or an Arbitral Tribunal to review and annul a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the meeting or obtaining shareholders' written opinions and adopting a resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Candidacy and Nomination of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may obtain information about the candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties

honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a. Full name and date of birth;
- b. Professional qualifications;
- c. Employment and professional history;
- d. Other managerial positions held (including positions as members of the Board of Directors of other companies);
- e. Relevant interests in the Company and the Company's related parties;
- f. Other information (if any);
- g. A public company shall be responsible for disclosing information on companies in which a candidate currently holds the position of member of the Board of Directors or other managerial positions, as well as relevant interests of the candidate for the Board of Directors (if any).

2. Shareholders or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to aggregate the voting rights of each shareholder to nominate candidates for election to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total number of ordinary shares may nominate a maximum of one (01) candidate; holding from 20% to less than 30% may nominate a maximum of two (02) candidates; holding from 30% to less than 40% may nominate a maximum of three (03) candidates; holding from 40% to less than 50% may nominate a maximum of four (04) candidates; and holding 50% or more may nominate a maximum of five (05) candidates.

3. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises. A member of the Company's Board of Directors may not concurrently serve as a member of the Board of Directors of more than five (05) other companies.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors shall be five (05).
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. Where all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

3. The composition of the Board of Directors shall be as follows:

The total number of non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if such member is dismissed, removed from office or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Powers and Duties of the Board of Directors

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

2. The powers and duties of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a. To decide on the Company's strategy, medium-term development plans and annual business plans;

b. To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss, remove, enter into contracts with and terminate contracts with the Director/General Director and other key managers as prescribed in the Company's Charter; to determine the salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and determine the remuneration and other benefits of such representatives;

c. To supervise and direct the General Director and other managers in the day-to-day management of the Company's business operations;

d. To decide on investment plans and investment projects within its authority and limits as prescribed by law;

e. To decide on solutions for market development, marketing and technology;

f. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

g. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries and branches and representative offices, and on capital contributions to and purchase of shares in other enterprises;

h. To decide on the organizational structure of the Company, the establishment of subsidiaries, branches and representative offices, and capital contributions to and purchase of shares in other enterprises;

i. To propose the reorganization or dissolution of the Company and file for bankruptcy of the Company;

j. To issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and to issue the Company's Regulations on Information Disclosure;

k. To approve the agenda and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or obtain shareholders' written opinions for the General Meeting of Shareholders to adopt resolutions;

l. To propose the dividend rate; to decide on the timing and procedures for payment of dividends or handling losses incurred in the course of business operations;

m. To propose the class of shares and the total number of shares of each class to be offered for sale;

n. To decide on the sale of unsold shares within the number of shares of each class authorized to be offered for sale; and to decide on additional capital raising through other forms;

o. To determine the selling price of the Company's shares and bonds;

p. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

q. To submit the audited annual financial statements to the General Meeting of Shareholders;

r. To exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on the performance results of the Board of Directors 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 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of working days necessary to fulfill the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position, serving on a committee of the Board of Directors, or performing other duties which, in the opinion of the Board of Directors, fall outside the ordinary duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits or other form as determined by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, meals and other expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

Article 29. Chairperson of the Board of Directors

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

2. The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the Company.

3. The Chairperson of the Board of Directors shall have the following rights and duties:

- a. To formulate the programs and plans for the activities of the Board of Directors;
- b. To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To chair meetings of the General Meeting of Shareholders;
- f. To exercise other rights and perform other duties as prescribed by the Law on Enterprises.

4. Where the Chairperson of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date on which the resignation is received or the Chairperson is dismissed or removed from office.

5. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, the Chairperson shall authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairperson. Where no person is authorized, or where the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation establishment or compulsory educational establishment, absconds from his/her place of residence, has restricted or lost legal capacity, has difficulty in perceiving or controlling his/her acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of their members to act as Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting ratio. Where more than one (01)

member receives the highest number of votes or the highest voting ratio, the members shall elect, by majority vote, one (01) of them to convene the meeting of the Board of Directors.

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

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

- a. Upon the request of the Board of Supervisors;
- b. Upon the request of the General Director or at least five (05) other managers;
- c. Upon the request of at least two (02) members of the Board of Directors;
- d. Other cases (if any).

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

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request referred to in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the persons requesting the meeting as specified in Clause 3 of this Article shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of the meeting of the Board of Directors no later than three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and the voting form of each member.

The notice of meeting may be sent by invitation letter, telephone, fax, electronic means or other means, provided that it reaches the registered contact address of each member of the Board of Directors.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the Controllers in the same manner as to members of the Board of Directors.

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

8. Meetings of the Board of Directors may be conducted when at least three-fourths (3/4) of the total number of members are present.

If the required number of members is not present, the meeting must be reconvened for a second time within seven (07) days from the originally scheduled date of the first meeting. The second meeting may be conducted if more than half (1/2) of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 12 of this Article;
- c. Attending and voting through an online conference, electronic voting or another electronic method;

- d. Sending a voting form to the meeting by post, fax or email;
- e. Sending a voting form by another means.

10. A meeting of the Board of Directors may be held by online conference among members of the Board of Directors where all or some members are located at different venues, provided that each participating member is able to:

- a. Hear each other member of the Board of Directors participating in the meeting speak;
- b. Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone or other means of communication, or by a combination of such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting held in accordance with this provision shall be the venue where the largest number of members of the Board of Directors are present, or the venue where the Chairperson of the meeting is present.

Decisions adopted at a duly convened and conducted telephone meeting shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes.

11. Where a voting form is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting form may only be opened in the presence of all persons attending the meeting.

12. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by a majority of the members of the Board of Directors.

13. The Board of Directors shall adopt decisions and resolutions based on the approval of a majority of the members of the Board of Directors attending the meeting. Where the number of votes in favor and against is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

14. A resolution adopted by written consultation shall be approved based on the affirmative votes of a majority of the voting members of the Board of Directors. Such resolution shall have the same validity and legal effect as a resolution adopted at a meeting of the Board of Directors.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors to be responsible for development policies, human resources, remuneration, internal audit and risk management. The number of members of each committee shall be determined by the Board of Directors and shall consist of at least three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of the committee, and one of such members shall be appointed as the Head of the committee pursuant to a decision of the Board of Directors. The activities of the committees shall comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect if it is approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or committees under the Board of Directors must comply with applicable laws, the Company's Charter and the Company's Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to assist in corporate governance activities of the Company. The Person in Charge of Corporate Governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

The Person in Charge of Corporate Governance shall not concurrently work for the approved audit organization that is conducting the audit of the Company's financial statements.

The Person in Charge of Corporate Governance shall have the following rights and obligations:

a. To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders;

b. To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;

g. To monitor and report to the Board of Directors on the Company's information disclosure activities;

h. To act as the liaison with relevant stakeholders;

i. To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

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

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Organization of the Management Structure

The Company's management system shall 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 day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 34. Executive Officers of the Company

The executive officers of the Company include the General Director, Deputy General Directors, Chief Accountant and other executive officers as prescribed in the Company's Charter.

At the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executive officers in an appropriate number and with appropriate qualifications in accordance with the Company's organizational

structure and management regulations prescribed by the Board of Directors. Executive officers of the Company shall exercise due diligence and responsibility to assist the Company in achieving its objectives in its operations and organization.

The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

Salaries of executive officers shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the General Director

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

2. The General Director shall be responsible for managing the day-to-day business operations of the Company, subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.

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

a. To organize the implementation of resolutions and decisions of the Board of Directors;

b. To decide on matters relating to the Company's day-to-day business operations that do not fall under the authority of the Board of Directors;

c. To organize the implementation of the Company's business plans and investment plans;

d. To propose the organizational structure and internal management regulations of the Company;

e. To appoint, dismiss and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

f. To determine salaries and other benefits for employees of the Company, including managers whose appointment falls under the authority of the General Director;

g. To recruit employees;

h. To propose plans for dividend payment or handling business losses;

i. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the attending members of the Board of Directors with voting rights approve such dismissal and appoint a new General Director to replace him/her.

IX. BOARD OF SUPERVISORS

Article 36. Candidacy and Nomination of Controllers

1. The candidacy and nomination of Controllers shall be carried out in accordance with Clauses 1 and 2 of Article 25 of this Charter.

2. In the event that the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect the Controllers in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The Company shall have three (03) Controllers. The term of office of a Controller shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Controllers must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent audit firm that has conducted the audit of the Company's financial statements during the three (03) consecutive years immediately preceding the appointment.

3. A Controller shall be dismissed in the following cases:

- a. No longer satisfying the standards and conditions for being a Controller as prescribed in Clause 2 of this Article;
- b. Submitting a resignation letter which is approved;
- c. Other cases as prescribed by law and this Charter.

4. A Controller shall be removed from office in the following cases:

- a. Failing to perform the assigned duties and responsibilities;
- b. Failing to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
- c. Seriously violating or repeatedly violating the obligations of a Controller prescribed by the Law on Enterprises and the Company's Charter;
- d. Other cases pursuant to a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Controllers; the election, dismissal and removal from office shall be conducted on the principle of majority approval. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations.

2. The rights and obligations of the Head of the Board of Supervisors:

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

Article 39. Rights and Obligations of the Board of Supervisors

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

1. To propose and recommend that the General Meeting of Shareholders approve the selection of an approved audit organization to audit the Company's financial statements; to decide on the approved audit organization to conduct an inspection of the Company's operations and to dismiss an approved auditor when deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the Company's financial position and the compliance with laws in the activities of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.
5. Upon detecting any violation of law or the Company's Charter by a member of the Board of Directors, the General Director or another executive officer of the Company, to notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease such violation and take measures to remedy the consequences.
6. To formulate the Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to 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.
8. To have access to the Company's records and documents kept at its head office, branches and other locations; and to have the right to visit the workplaces of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents concerning the management, administration and business operations of the Company.
10. Other rights and obligations as prescribed by law.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall hold meetings at least twice (02) a year, with at least two-thirds (2/3) of the Supervisors attending. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and the Supervisors attending the meeting shall sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors shall be retained to determine the responsibilities of each Supervisor.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of an approved audit organization to attend and respond to matters requiring clarification.

Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Supervisors

The salaries, remuneration, bonuses and other benefits of Supervisors shall be provided as follows:

1. Supervisors shall be paid salaries, remuneration, bonuses and other benefits in accordance with the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses and other benefits, and the annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for reasonable expenses for accommodation, travel and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

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

Members of the Board of Directors, Supervisors, the General Director and other executives shall be responsible for performing their duties, including duties as members of committees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director and other executives shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Supervisors, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, Supervisors, the General Director and other managers shall notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies over which the public company exercises control of more than 50% of charter capital, and such persons themselves or their related persons, in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on such resolutions in accordance with the securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on a transaction that brings benefits to such member or such member's related person in accordance with the Law on Enterprises.

5. Members of the Board of Directors, Supervisors, the General Director, other managers and their related persons shall not use or disclose to others any inside information for the purpose of conducting relevant transactions.

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

a. For a transaction with a value less than or equal to thirty-five percent (35%) of the total value of assets recorded in the latest financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the relevant member of the Board of Directors, Supervisor, General Director or other executive, have been reported to the Board of Directors. At the same time, the Board of Directors has approved the transaction in good faith by a majority vote of the members of the Board of Directors who have no related interests;

b. For a transaction with a value exceeding thirty-five percent (35%), or a transaction resulting in the aggregate value of transactions arising within 12 months from the date of the first transaction reaching thirty-five percent (35%) or more of the total value of assets recorded in the latest financial statements, the material contents of such transaction, as well as the relationships and interests of the relevant member of the Board of Directors, Supervisor, General Director or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 43. Liability for Damage and Indemnification

1. Members of the Board of Directors, Supervisors, the General Director and other executives who breach their duties, obligations of honesty and prudence, or fail to fulfill their duties shall be liable for any damage caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become involved as a party in complaints, lawsuits or legal proceedings (including civil and administrative proceedings, but excluding proceedings initiated by the Company as the plaintiff) if such persons are or have been members of the Board of Directors, Supervisors, the General Director, other executives, employees or authorized representatives of the Company, or if such persons have acted at the Company's request in the capacity of a member of the Board of Directors, corporate executive, employee or authorized representative of the Company, provided that such persons have acted honestly and prudently in the interests of the Company on the basis of compliance with the law and there is no evidence confirming that such persons have breached their duties.

3. Indemnification costs shall include judgments, fines and actual amounts payable (including legal fees) incurred in the course of resolving such cases to the extent permitted by law. The Company may purchase insurance for such persons to cover the indemnification liabilities referred to above.

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

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

a. Ordinary shareholders shall have the right to review, inspect and extract information on the names and contact addresses of shareholders in the list of shareholders entitled to vote; request correction of inaccurate information concerning themselves; review, inspect, extract or photocopy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to review, inspect and extract the minutes book

and resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests to inspect the Company's books and records, such request must be accompanied by the power of attorney granted by the shareholder or group of shareholders represented by such person, or a notarized copy of such power of attorney.

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

4. The Company shall retain this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as required by law at the Company's head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where such documents are stored.

5. The Company's Charter shall be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the recruitment and termination of employees, salaries, social insurance, benefits, rewards and disciplinary actions applicable to employees and corporate executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend amount and method of dividend payment from the Company's retained profits.

2. The Company shall not pay interest on dividend payments or other payments related to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. Where dividends or other payments related to any class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholders. Where the Company has transferred the payment in accordance with the bank account details provided by a shareholder but such shareholder does not receive the payment, the Company

shall not be liable for the amount transferred to such shareholder. Payment of dividends in respect of shares listed or registered for trading on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date for determining the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the Company at banks.

Article 48. Fiscal Year

The Company's fiscal year shall commence on the first day of January of each year and end on the thirty-first day of December.

Article 49. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.

3. The Company's accounting currency shall be Vietnamese Dong. Where the Company has economic transactions arising primarily in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify the directly managing tax authority.

XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-annual and Quarterly Financial Statements

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

2. The annual financial statements shall include all reports, appendices and notes as required by the laws on enterprise accounting. The annual financial statements shall fairly and objectively reflect the Company's operational situation.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 52. Audit

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

2. A copy of the audit report shall be attached to the Company's annual financial statements.

3. Independent auditors conducting the audit of the Company shall be permitted to attend meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information relating to meetings of the General Meeting of Shareholders and to express their opinions at the General Meeting of Shareholders on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal means a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Company shall have two (02) seals: one seal shall be kept at the Company's head office, and the other seal shall be kept by the Secretariat of the Chairman of the Board of Directors.

3. The Board of Directors and the General Director shall use and manage the Company's seals in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

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

- a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b. The Company's Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
- c. Other cases as provided by law.

2. The dissolution of the Company prior to the expiration of its operating term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable laws.

Article 55. Liquidation

1. At least six (06) months after the decision on dissolution of the Company is issued, the Board of Directors shall establish a Liquidation Committee consisting of three

(03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be 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 the liquidation shall be paid by the Company on a priority basis before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of its establishment and the date on which it commences its operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the courts and administrative authorities.

3. Proceeds from the liquidation shall be paid in the following order:

a. Liquidation expenses;

b. Salaries, severance allowances, social insurance contributions and other benefits of employees in accordance with the collective labor agreement and signed employment contracts;

c. Tax liabilities;

d. Other debts of the Company;

e. The remaining amount after all debts specified in items (a) to (d) above have been paid shall be distributed among the shareholders. Preference shares shall be paid first.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of Internal Disputes

1. In the event of any dispute or complaint relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, other applicable laws, the Company's Charter or agreements between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other executives,

the relevant parties shall endeavor to settle such dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and request each party to present information relevant to the dispute within thirty (30) working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Economic Arbitration to appoint an independent expert to act as a mediator in the dispute settlement process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or a court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court costs shall be made in accordance with the court's judgment.

XX. AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

Article 57. Company's Charter

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

2. Where there are provisions of applicable laws relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of twenty-one (21) Chapters and fifty-eight (58) Articles, was adopted on March 18, 2026, and its entire contents are hereby approved and made effective.

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

- a. One (01) copy shall be filed with the local State Notary Office;
- b. Five (05) copies shall be registered with the competent governmental authority in accordance with the regulations of the People's Committee of Dong Nai City;
- c. Four (04) copies shall be kept at the Company's head office.

3. This Charter is the sole and official charter of the Company.

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or two (02) members of the Board of Directors.

XX. AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

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2. Where there are provisions of applicable laws relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of 21 (twenty-one) Chapters and 58 (fifty-eight) Articles, and was adopted by the General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company on September 25, 2026, and approved in its entirety by the General Meeting of Shareholders.

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

- a. One (01) copy shall be filed with the local State Notary Office;
- b. Five (05) copies shall be registered with the competent governmental authority in accordance with the regulations of the People's Committee of Dong Nai City;
- c. Four (04) copies shall be kept at the Company's head office.

3. This Charter is the sole and official charter of the Company.

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or two (02) members of the Board of Directors.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**



Nguyen Thanh Dat



INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(Issued together with the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company No. 92/NQ-PAP dated September 25, 2026)

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing guidelines;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing guidelines;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities, and its amendments, supplements and implementing guidelines;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities, and its amendments, supplements and implementing guidelines;

Pursuant to the Government's Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;

Pursuant to the Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to Resolution No. 91/NQ-PAP dated September 25, 2026 of the General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

The General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company hereby promulgates the Internal Regulations on Corporate Governance with the following provisions:

CHAPTER I: GENERAL PROVISIONS**Article 1. Scope of Regulation and Subjects of Application**

1. Scope of regulation: The Internal Regulations on Corporate Governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; the order and procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors and the General Director; and other activities in accordance with the Company's Charter and other applicable laws and regulations.

2. Subjects of application: These Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director and related persons.

CHAPTER II: GENERAL MEETING OF SHAREHOLDERS

Article 2. Roles, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the deadline for holding the Annual General Meeting of Shareholders where necessary, but the meeting must be held no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be determined as the place where the Chairperson attends and presides over the meeting and must be within the territory of Vietnam.

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

- a. To approve the Company's development orientations;
- b. To decide on the types of shares and the total number of shares of each type that may be offered for sale; and to decide on the annual dividend rate for each type of share;
- c. To elect, dismiss and remove members of the Board of Directors and Controllers;
- d. To decide on investment in or sale of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's latest financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h. To consider and take action against violations committed by members of the Board of Directors or Controllers 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 Board of Supervisors;
- k. To approve the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- l. To approve the list of approved audit firms; to decide on the approved audit firm to conduct an audit of the Company's operations; and to dismiss approved auditors when deemed necessary;
- m. Other rights and obligations as prescribed by law.

Article 3. Authority to Convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: In accordance with Clause 2, Article 14 of the Company's Charter.

2. Authority to convene an Extraordinary General Meeting of Shareholders: In accordance with Clauses 3 and 4, Article 14 of the Company's Charter.

Article 4. Preparation of the List of Shareholders Entitled to Attend the Meeting

The person convening the General Meeting of Shareholders shall prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

Article 5. Notice of the Record Date for the List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The Board of Directors shall convene a meeting and issue a Resolution of the Board of Directors approving the record date for preparing the list of shareholders entitled to attend the General Meeting of Shareholders. The Resolution of the Board of Directors must be disclosed no later than twenty (20) days before the expected record date.

2. The Company shall carry out procedures for preparing the list of shareholders with VSD in accordance with the regulations on the exercise of shareholder rights issued by VSD.

Article 6. Notice of Invitation to the General Meeting of Shareholders

The notice of invitation to the General Meeting of Shareholders shall be made in accordance with Clause 3, Article 18 of the Company's Charter.

Article 7. Agenda and Contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders shall be responsible for preparing the agenda and contents of the General Meeting of Shareholders.

2. A shareholder or group of shareholders referred to in Clause 2, Article 12 of the Company's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held by such shareholder, and the matter proposed to be included in the meeting agenda.

3. The person convening the General Meeting of Shareholders may refuse proposals referred to in Clause 2 of this Article and must respond in writing, stating the reasons, no later than two (02) working days prior to the opening date of the General Meeting of Shareholders, in the following cases:

a. The proposal is submitted in violation of the provisions of Clause 2 of this Article;

b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Company's 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.

4. The person convening the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 2 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 3 of this Article. Such proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 7. Agenda and Contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders shall be responsible for preparing the agenda and contents of the General Meeting of Shareholders.

2. A shareholder or group of shareholders referred to in Clause 2, Article 12 of the Company's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held by such shareholder, and the matter proposed to be included in the meeting agenda.

3. The person convening the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 2 of this Article and must respond in writing, stating the reasons, no later than two (02) working days prior to the opening date of the General Meeting of Shareholders, in the following cases:

- a. The proposal is not submitted in accordance with Clause 2 of this Article;
- b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Company's Charter;
- c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases.

4. The person convening the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 2 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 3 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 8. Authorization of Representatives to Attend the General Meeting of Shareholders

In accordance with Article 16 of the Company's Charter.

Article 9. Procedures for Registration to Attend the General Meeting of Shareholders

1. Procedures for registration to attend the General Meeting of Shareholders prior to the opening date of the meeting:

a. The procedures for registration to attend the General Meeting of Shareholders shall be clearly specified in the Notice of Meeting of the General Meeting of Shareholders, including contacting the Company or submitting the Registration Form for Attendance at the General Meeting (enclosed with the Notice of Meeting of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders may register to attend the General Meeting of Shareholders by any of the methods specified in the Notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article. The authorization shall be made in accordance with Article 16 of the Company's Charter;
- Attending and voting/electing via online meeting, electronic voting, or other electronic means;
- Sending voting ballots/election ballots to the meeting by post, fax, or email. Shareholders sending voting ballots by registered mail, fax, or email must send them to the Board of Directors no later than one (01) day prior to the opening of the meeting;

- Other forms of registration to attend the General Meeting of Shareholders in accordance with applicable laws.

2. Procedures for registration to attend the General Meeting of Shareholders and verification of the eligibility of delegates on the date of the General Meeting of Shareholders:

In accordance with Clause 1, Article 20 of the Company's Charter.

Article 10. Conditions for Conducting a General Meeting of Shareholders

The General Meeting of Shareholders shall be conducted in accordance with Article 19 of the Company's Charter.

Article 11. Procedures for Voting

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by raising Voting Cards, casting votes directly, electronic voting, or other electronic means.

- A delegate shall vote For, Against, or Abstain on a matter submitted for voting at the General Meeting by raising the Voting Card or selecting the applicable option on the Voting Ballot.

2. Forms of voting

- Voting by Voting Card: When voting by raising the Voting Card, the front side of the Voting Card must be raised and facing the Presidium. If a delegate does not raise the Voting Card in any of the three voting rounds for For, Against, or Abstain on a matter, such vote shall be deemed invalid. If a delegate raises the Voting Card more than once when voting For, Against, or Abstain on a matter, such vote shall also be deemed invalid. Under the Voting Card method, a member of the Board of Eligibility Verification/Board of Vote Counting shall mark the delegate's identification code and the corresponding number of voting rights of each shareholder voting For, Against, Abstain, or casting an Invalid vote;

- Voting by Voting Ballot: When voting by filling in the Voting Ballot, for each matter, the delegate shall select one of the three options "For," "Against," or "Abstain" printed on the Voting Ballot by marking an "X" or "✓" in the selected box. After completing all matters submitted for voting at the General Meeting, the delegate shall place the Voting Ballot into the sealed ballot box at the General Meeting in accordance with the instructions of the Board of Vote Counting. The Voting Ballot must bear the delegate's signature and full name.

Article 12. Procedures for Election Voting

1. General principles:

- Election voting shall be conducted in accordance with applicable laws and the Company's Charter;

- Members of the Board of Vote Counting must not be included in the list of nominees or self-nominees for election to the Board of Directors or the Board of Supervisors.

2. Forms of election voting:

Election by cumulative voting:

- Each delegate shall have a total number of votes equal to the total number of shares owned or represented by such delegate multiplied by the number of members to be elected;

- Each attending delegate shall have the right to allocate all of their total votes to one or more candidates;

- If additional candidates arise on the date of the General Meeting, the delegate may contact the Board of Vote Counting to request a new Election Ballot and must return the original ballot before placing it into the ballot box;

- In the event of an incorrect selection, the delegate shall contact the Board of Vote Counting to request a new Election Ballot and must return the original ballot;

Election principles:

- Elected candidates shall be determined based on the number of votes received, in descending order, starting with the candidate receiving the highest number of votes until the required number of members to be elected is reached;

- If two (02) or more candidates receive the same number of votes for the last available position, a re-election shall be conducted among the candidates receiving the same number of votes;

- If the first round of voting does not result in the election of the required number of members, additional rounds of voting shall be conducted until the required number of members is elected.

Article 13. Vote Counting Procedures

For Voting Cards, voting shall be conducted by first collecting the Voting Cards indicating approval of the resolution, followed by collecting the Voting Cards indicating disapproval, and finally counting and consolidating the votes For, Against, and Abstain. The voting results shall be announced by the Chairperson immediately before the closing of the meeting.

For Voting Ballots and Election Ballots, shareholders or their authorized representatives shall place their ballots into the ballot box prepared in advance by the Organizing Committee. The votes shall then be counted and consolidated, including the votes For, Against, Abstain, or the votes cast for candidates.

For sensitive matters and where requested by shareholders, the Company shall appoint an independent organization to conduct the collection and counting of votes.

Article 14. Conditions for Adoption of Resolutions

The adoption of resolutions shall be carried out in accordance with Article 21 of the Company's Charter.

Article 15. Announcement of Voting Results

The Board of Vote Counting shall verify, consolidate and report to the Chairperson the voting results for each matter. The vote counting shall be recorded in minutes signed by all members of the Board of Vote Counting. The voting results shall be announced by the Chairperson immediately before the closing of the meeting.

Article 16. Procedures for Objecting to Resolutions of the General Meeting of Shareholders

A shareholder who votes against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders under the Company's Charter shall have the right to request the Company to repurchase such shareholder's shares. The specific procedures for a shareholder's request for share repurchase shall comply with Article 132 of the Law on Enterprises.

In the event that a shareholder requests the cancellation of a resolution of the General Meeting of Shareholders, such request shall be made in accordance with Article 24 of the Company's Charter.

Article 17. Preparation of Minutes of the General Meeting of Shareholders

The preparation of minutes of the General Meeting of Shareholders shall comply with Clauses 1 and 2, Article 23 of the Company's Charter.

Article 18. Disclosure of Resolutions of the General Meeting of Shareholders

The resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting together with the signatures of the shareholders, authorization documents for attending the meeting, all documents attached to the minutes (if any), and relevant documents enclosed with the notice of invitation to the meeting shall be disclosed in accordance with applicable laws and regulations on information disclosure in the securities market and shall be retained at the Company's head office.

Article 19. Cases Where Resolutions May and May Not Be Passed by Written Consultation

Except for the cases specified in Clause 2, Article 147 of the Law on Enterprises, all matters falling within the authority of the General Meeting of Shareholders may be approved by written consultation.

Article 20. Order and Procedures for Passing Resolutions of the General Meeting of Shareholders by Written Consultation

The order and procedures for passing resolutions of the General Meeting of Shareholders by written consultation shall comply with Article 22 of the Company's Charter.

Article 21. Order and Procedures for Passing Resolutions of the General Meeting of Shareholders by Online Meeting

The order and procedures for passing resolutions of the General Meeting of Shareholders by online meeting shall comply with the Regulations on Online Meetings approved by the General Meeting of Shareholders.

Article 22. Order and Procedures for Passing Resolutions of the General Meeting of Shareholders by a Combination of In-Person and Online Meetings

The order and procedures for passing resolutions of the General Meeting of Shareholders by a combination of in-person and online meetings shall comply with the Regulations on Online Meetings approved by the General Meeting of Shareholders.

CHAPTER III: BOARD OF DIRECTORS

Article 23. Roles, Rights and Obligations of the Board of Directors and Responsibilities of Members of the Board of Directors

1. The Board of Directors is the Company's management body and has full authority, in the name of the Company, to make decisions and exercise the Company's rights and perform its obligations, except for matters falling within the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors: In accordance with Clause 2, Article 27 of the Company's Charter.

Article 24. Responsibilities of Members of the Board of Directors

Members of the Board of Directors shall be responsible for complying with the provisions of Articles 42 and 43 of the Company's Charter.

Article 25. Right of Members of the Board of Directors to Access Information

The right of members of the Board of Directors to access information shall comply with Article 159 of the Law on Enterprises.

Article 26. Term of Office and Number of Members of the Board of Directors

The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.

Article 27. Structure, Standards and Conditions for Members of the Board of Directors

1. Structure of the Board of Directors: The number of non-executive members of the Board of Directors shall be at least one-third (1/3) of the total number of members of the Board of Directors. In the event that all members of the Board of Directors concurrently reach the end of their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

2. Standards and conditions for members of the Board of Directors: In accordance with Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 28. Nomination and Self-Nomination of Members of the Board of Directors

The nomination and self-nomination of members of the Board of Directors shall comply with Article 25 of the Company's Charter.

Article 29. Procedures for Election of Members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned by such shareholder multiplied by the number of members to be elected to the Board of Directors. Each shareholder shall have the right to allocate all or part of their total votes to one or more candidates.

Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, in descending order, starting with the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is reached.

If two (02) or more candidates receive the same number of votes for the last available position on the Board of Directors, a re-election shall be conducted among the candidates receiving the same number of votes, or the candidate shall be selected in accordance with the criteria set out in the Election Regulations.

Article 30. Cases of Dismissal, Removal and Additional Election of Members of the Board of Directors

1. Cases of dismissal and removal of members of the Board of Directors: In accordance with Article 160 of the Law on Enterprises.

2. Cases of additional election of members of the Board of Directors

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

a. The number of remaining members of the Board of Directors falls below the minimum number of members prescribed by the Law on Enterprises. In this case, the Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which such event occurs;

b. The number of members of the Board of Directors decreases by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In this case, the

Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members decreases by more than one-third (1/3);

c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at its next meeting.

Article 31. Notice of Election, Dismissal and Removal of Members of the Board of Directors

Following a decision on the election, dismissal or removal of a member of the Board of Directors, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 32. Procedures for Introducing Candidates for Election as Members of the Board of Directors

1. The Board of Directors or other entities specified in Clause 3, Article 30 of the Company's Charter shall convene a meeting of the Board of Directors regarding the election of members of the Board of Directors to disseminate information on the election, including the number of members to be elected, candidate standards, and procedures for nomination and self-nomination in accordance with Article 28 of these Regulations. The election shall be conducted at the nearest General Meeting of Shareholders.

2. The Company shall issue a public notice regarding the election of members of the Board of Directors and the procedures for convening the meeting and conducting the election, specifying the reasons for the election, the number of members to be elected, standards and conditions, election procedures, and procedures for nomination and self-nomination, etc.

3. The Board of Directors shall consolidate the list of candidates nominated or self-nominated and verify the information of each candidate to ensure that the candidates satisfy all standards and conditions for members of the Board of Directors as prescribed in Clause 2, Article 27 of these Regulations.

4. If the number of candidates for the Board of Directors nominated or self-nominated remains insufficient, the Board of Directors shall prepare a list of additional candidates based on the following criteria:

- Number of candidates: The number of candidates required to fill the vacancies remaining after consolidating the valid list of candidates nominated or self-nominated under Clause 3 of this Article;

- Candidates introduced by the Board of Directors must be approved by a majority of the incumbent members of the Board of Directors;

- Candidates introduced by the Board of Directors must satisfy at least the standards and conditions prescribed in Article 155 of the Law on Enterprises.

Article 33. Election, Dismissal and Removal of the Chairperson of the Board of Directors

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

2. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.

3. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date on which the resignation letter is received or the Chairperson is dismissed or removed.

4. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, the Chairperson shall authorize another member of the Board of Directors in writing to exercise the rights and perform the obligations of the Chairperson. In the absence of an authorized person, or if the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation center or compulsory education institution, has absconded from their place of residence, has limited or lost civil act capacity, has difficulty in perceiving or controlling their acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of them to serve as Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is issued by the Board of Directors.

Article 34. Remuneration and Other Benefits of Members of the Board of Directors

The remuneration and other benefits of members of the Board of Directors shall comply with Article 28 of the Company's Charter.

Article 35. Minimum Number of Meetings per Quarter

The Board of Directors shall hold at least one (01) meeting per quarter and may hold extraordinary meetings.

Article 36. Cases Requiring the Convening of Extraordinary Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors without undue delay, unless there is a legitimate reason not to do so, when any of the following persons or entities makes a written request clearly stating the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors:

- a. The Board of Supervisors;
- b. The General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

2. The meetings of the Board of Directors referred to above must be held within seven (07) working days from the date of receipt of the request for the meeting. If the Chairperson of the Board of Directors refuses to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the persons requesting the meeting referred to in Clause 1 of this Article may themselves convene the meeting of the Board of Directors.

Article 37. Notice of Meetings of the Board of Directors

1. Notice of a meeting of the Board of Directors must be sent to the members of the Board of Directors at least three (03) working days prior to the meeting. Members of the Board of Directors may waive the meeting notice in writing, and such waiver may have retroactive effect. The notice of meeting must be made in Vietnamese in writing and contain full details of the agenda, time and venue of the meeting, together with necessary documents relating to the matters to be discussed and voted on at the meeting of the Board of Directors and voting ballots for members of the Board of Directors who are unable to attend the meeting.

2. The notice of meeting of the Board of Directors may be delivered by invitation letter, telephone, fax, electronic means or other methods prescribed by the Company's Charter, provided that the notice reaches the registered contact address of each member of the Board of Directors maintained by the Company.

3. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the Controllers in the same manner as to members of the Board of Directors.

Article 38. Right of Controllers to Attend Meetings of the Board of Directors

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

Article 39. Conditions for Holding Meetings of the Board of Directors

1. The first meeting of the Board of Directors may only be held and decisions may only be made when at least three-quarters (3/4) of the members of the Board of Directors are present in person or through their representatives (authorized persons).

2. If the required number of members is not present, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting may be conducted if more than half (1/2) of the members of the Board of Directors attend.

3. A meeting of the Board of Directors may be conducted by online conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

- a. Hear each other member of the Board of Directors participating in the meeting speaking;
- b. Speak simultaneously with all other participating members;
- c. Discussions among members may be conducted directly by telephone or other means of communication, or by a combination of such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting conducted in accordance with this provision shall be the location where the largest number of members of the Board of Directors are present or the location where the Chairperson of the meeting is present.

Article 40. Voting Procedures

1. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend the meeting and vote in accordance with Clause 12, Article 30 of the Company's Charter;
- Attending and voting via online conference, electronic voting, or other electronic means;
- Sending a voting ballot to the meeting by post, fax, or email.

2. In the event that a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot may only be opened in the presence of all persons attending the meeting.

Article 41. Procedures for Adoption of Resolutions of the Board of Directors

The Board of Directors shall approve decisions and adopt resolutions based on the affirmative votes of a majority of the members of the Board of Directors present at the

meeting (more than 50%). In the event that the number of votes For and Against is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

Decisions approved at a duly convened and conducted meeting held by telephone shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the meeting minutes.

Article 42. Authorization by a Member of the Board of Directors for Another Person to Attend a Meeting

A member of the Board of Directors may authorize another person to attend and vote at a meeting if such authorization is approved by a majority of the members of the Board of Directors.

Article 43. Preparation of Minutes of Meetings of the Board of Directors

The preparation of minutes of meetings of the Board of Directors shall comply with Clause 1, Article 158 of the Law on Enterprises.

Article 44. Cases Where the Chairperson and/or Secretary Refuses to Sign the Minutes of a Meeting of the Board of Directors

Such cases shall be handled in accordance with Clause 2, Article 158 of the Law on Enterprises.

Article 45. Notification of Resolutions and Decisions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be notified/disclosed in accordance with regulations on information disclosure in the securities market.

Article 46. Committees under the Board of Directors

The committees under the Board of Directors shall operate in accordance with Article 31 of the Company's Charter.

Article 47. Standards for the Person in Charge of Corporate Governance

The Person in Charge of Corporate Governance must not concurrently work for the approved audit organization that is conducting the audit of the Company's financial statements.

Article 48. Appointment of the Person in Charge of Corporate Governance

A public company shall appoint at least one (01) Person in Charge of Corporate Governance to support corporate governance activities within the enterprise.

Article 49. Cases of Dismissal of the Person in Charge of Corporate Governance

1. The Board of Directors may dismiss or remove the Person in Charge of Corporate Governance when necessary, provided that such dismissal or removal does not contravene applicable labor laws.

2. The Person in Charge of Corporate Governance may be dismissed or removed pursuant to a resolution of the General Meeting of Shareholders.

Article 50. Notice of Appointment and Dismissal of the Person in Charge of Corporate Governance

Following a decision on the appointment or dismissal of the Person in Charge of Corporate Governance, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 51. Rights and Obligations of the Person in Charge of Corporate Governance

The rights and obligations of the Person in Charge of Corporate Governance shall comply with Clause 3, Article 32 of the Company's Charter.

CHAPTER IV: BOARD OF SUPERVISORS

Article 52. Roles, Rights and Obligations of the Board of Supervisors and Responsibilities of Controllers

1. Role of the Board of Supervisors: The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

2. Rights and obligations of the Board of Supervisors: As prescribed in Article 39 of the Company's Charter.

3. Responsibilities of Controllers: Controllers shall comply with the provisions of Articles 42 and 43 of the Company's Charter.

4. Right of the Board of Supervisors to access information: The right of the Board of Supervisors to access information shall comply with Article 171 of the Law on Enterprises.

Article 53. Term of Office, Number, Composition and Structure of Members of the Board of Supervisors

The Company shall have three (03) Controllers. The term of office of a Controller shall not exceed five (05) years, and Controllers may be re-elected for an unlimited number of terms.

Article 54. Standards and Conditions for Controllers

The standards and conditions for Controllers shall comply with Clause 2, Article 37 of the Company's Charter.

Article 55. Nomination and Self-Nomination of Controllers

The nomination and self-nomination of Controllers shall comply with Clauses 1 and 2, Article 25 of the Company's Charter.

Article 56. Procedures for Election of Controllers

The election of Controllers shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned by such shareholder multiplied by the number of members to be elected to the Board of Supervisors. Each shareholder shall have the right to allocate all or part of their total votes to one or more candidates.

Candidates elected as Controllers shall be determined based on the number of votes received, in descending order, starting with the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is reached.

If two (02) or more candidates receive the same number of votes for the last available position on the Board of Supervisors, a re-election shall be conducted among the candidates receiving the same number of votes, or the candidate shall be selected in accordance with the criteria specified in the Election Regulations or the Company's Charter.

Article 57. Cases of Dismissal and Removal of Controllers

The dismissal and removal of Controllers shall comply with Clauses 3 and 4, Article 37 of the Company's Charter.

Article 58. Notice of Election, Dismissal and Removal of Controllers

Following a decision on the election, dismissal or removal of a Controller, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 59. Salary and Other Benefits of Controllers

The salary and other benefits of Controllers shall comply with Article 41 of the Company's Charter.

CHAPTER V: GENERAL DIRECTOR

Article 60. Roles, Responsibilities, Rights and Obligations of the General Director

1. Role of the General Director: The General Director is the person responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.

2. Rights and obligations of the General Director: In accordance with Clause 4, Article 35 of the Company's Charter.

3. Responsibilities of the General Director: In accordance with Articles 42 and 43 of the Company's Charter.

Article 61. Term of Office, Standards and Conditions of the General Director

1. The term of office of the General Director shall not exceed five (05) years and may be renewed. The appointment may expire in accordance with the provisions of the employment contract.

2. The standards and conditions applicable to the General Director shall comply with Article 162 of the Law on Enterprises.

Article 62. Appointment and Execution of Employment Contract with the General Director

The Board of Directors shall appoint one of its members or another person as the General Director and enter into an employment contract specifying the salary, remuneration, benefits and other relevant terms and conditions.

Article 63. Dismissal and Termination of the Employment Contract with the General Director

1. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors attending the meeting vote in favor and shall appoint a new General Director to replace the dismissed General Director.

2. If the General Director wishes to resign, the General Director must submit a resignation letter to the Board of Directors at least thirty (30) days in advance. Within thirty (30) days from the date of receipt of the resignation letter, the Board of Directors shall consider and make a decision.

3. The incumbent General Director shall cease to hold office upon the occurrence of any of the following events: death, loss of civil act capacity, loss of citizenship rights, unauthorized abandonment of office, violation of the Company's Charter or other applicable laws and regulations. In such cases, the Board of Directors shall carry out procedures to appoint a new General Director within a maximum period of thirty (30) days.

Article 64. Notice of Appointment, Dismissal, Execution and Termination of Employment Contract with the General Director

Following a decision on the appointment, dismissal, execution or termination of the employment contract with the General Director, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 65. Salary and Other Benefits of the General Director

The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

Article 66. Procedures and Order for Convening Meetings, Sending Meeting Notices and Preparing Minutes

The procedures and order for convening meetings of the Board of Directors and sending meeting notices shall be prescribed in Article 30 of the Company's Charter and Article 157 of the Law on Enterprises.

The Board of Directors may appoint one of its members or another person to act as secretary of the meeting to prepare the meeting minutes.

Controllers shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights. The General Director may be invited to attend meetings of the Board of Directors and participate in discussions and provide opinions (if requested), but shall not have voting rights.

Article 67. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors

Resolutions and minutes of meetings of the Board of Directors, after being issued, shall be sent to the Controllers at the same time and by the same method as applicable to members of the Board of Directors.

Article 68. Notification of Resolutions and Decisions of the Board of Directors to the General Director

Resolutions of the Board of Directors concerning the responsibilities, rights and obligations of the General Director, after being issued, shall be sent to the General Director at the same time and by the same method as applicable to members of the Board of Directors.

Article 69. Cases in Which the General Director and the Board of Supervisors May Request the Convening of a Meeting of the Board of Directors and Matters Requiring Consultation with the Board of Directors

1. Cases in which a meeting of the Board of Directors may be requested

a. The Board of Supervisors may request the convening of a meeting of the Board of Directors in the following cases:

- When it considers that the Controllers' rights to access information and documents relating to the Company's operations have not been fully exercised in accordance with applicable laws and the Company's Charter;

- When detecting violations of law or the Company's Charter by a member of the Board of Directors, the General Director or another executive officer, after having provided written notice to the Board of Directors in accordance with Clause 5, Article 39 of the Company's Charter, but the violating person has not ceased the violation or taken measures to remedy its consequences.

b. The General Director may request the convening of a meeting of the Board of Directors in the following cases:

- When the General Director considers that the General Director's rights prescribed in Article 35 of the Company's Charter have not been duly exercised;

- When detecting violations of law or the Company's Charter by other executive officers, after having provided written notice to the Board of Directors, but the violating person has not ceased the violation or taken measures to remedy its consequences.

2. Matters requiring consultation with the Board of Directors

a. Propose to the Board of Directors plans for the organizational structure and internal management regulations of the Company;

b. Propose measures to improve the Company's operations and management;

c. Propose the recruitment of other executive officers of the Company;

d. Consult the Board of Directors before deciding on the number of employees and the appointment, dismissal, salary, allowances, benefits and other relevant terms and conditions of their employment contracts;

e. Seek the approval of the Board of Directors for the detailed business plan for the following financial year, based on compliance with appropriate budget requirements and the five (05)-year financial plan;

f. Seek the opinion of the Board of Directors on the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "Budgets") serving the Company's long-term, annual and quarterly management activities in accordance with the business plan. The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each financial year shall be submitted to the Board of Directors for approval and shall include the information prescribed in the Company's regulations;

g. Propose a plan for dividend payment or treatment of business losses;

h. Other matters when deemed to be in the interests of the Company.

Article 70. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers

To report on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders.

To periodically report on a quarterly and annual basis on the Company's financial position and production and business operations.

To report on improvements to the organizational structure, policies, and management.

To report annually on the implementation of obligations relating to the environment, community, and employees.

To report on the implementation of other matters delegated by the Board of Directors and the General Meeting of Shareholders.

To report on other matters at the request of the Board of Directors.

Article 71. Review of the Implementation of Resolutions and Other Matters Delegated by the Board of Directors to the General Director

Based on the General Director's report on the performance of the duties and exercise of the powers assigned to him/her in accordance with Article 70 of these Regulations, the Board of Directors shall review and assess the results of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director.

Article 72. Matters on Which the General Director Must Report and Provide Information to, and the Methods of Notification to, the Board of Directors and the Board of Supervisors

1. Matters on which the General Director must report and provide information to, and the methods of notification to, the Board of Directors:

a. Where proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as soon as possible, but no later than ten (10) working days before the date on which such matters are required to be decided.

b. When preparing the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "Budgets") to serve the Company's long-term, annual and quarterly management and operations in accordance with its business plan. The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each fiscal year shall be submitted by the General Director to the Board of Directors for approval.

c. The General Director shall prepare plans for submission to the Board of Directors for approval in relation to the recruitment and termination of employees, salaries, social insurance, benefits, commendation and discipline of employees and corporate executives.

d. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies prescribed in the Company's Charter, the Company's regulations and applicable laws.

e. The General Director shall notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies (if any) over which the Company exercises control, and the General Director himself/herself or persons related to him/her, in accordance with the provisions of law.

f. Other matters requiring consultation with the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall provide its response within seven (07) working days.

2. Matters on which the General Director must report and provide information to, and the methods of notification to, the Board of Supervisors:

a. The General Director shall be responsible for supporting and coordinating with the Board of Supervisors to ensure that the Board of Supervisors properly performs its responsibilities and duties in accordance with the law and the Company's Charter.

b. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to the Controllers at the same time and by the same method as those provided to members of the Board of Directors.

c. The Board of Directors, members of the Board of Directors, the General Director and other corporate executives shall provide full, accurate and timely information and documents concerning the management, administration and business operations of the Company at the request of the Controllers or the Board of Supervisors.

Article 73. Coordination of Control, Management and Supervision Activities among Members of the Board of Directors, Controllers and the General Director in accordance with the Specific Duties of the Respective Members

1. Coordination between the Board of Supervisors and the Board of Directors: The Board of Supervisors shall perform the functions of supervision, coordination, consultation, and provision of full, timely and accurate information, specifically as follows:

a. To regularly notify the Board of Directors of the results of its activities and consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

b. At meetings of the Board of Supervisors, the Board of Supervisors shall have the right to request members of the Board of Directors (and simultaneously request the General Director, internal audit personnel (if any) and independent auditors) to attend and respond to matters of concern to the Controllers.

c. Periodic and ad hoc inspections conducted by the Board of Supervisors must be concluded in writing (no later than fifteen (15) working days from the date of completion) and sent to the Board of Directors to provide an additional basis for the Board of Directors in managing the Company. Depending on the nature and results of such inspection, the Board of Supervisors shall discuss and reach agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the event of disagreement, the Board of Supervisors shall have the right to reserve its opinion for inclusion in the minutes, and the Head of the Board of Supervisors shall be responsible for reporting such matter to the nearest General Meeting of Shareholders.

d. Where the Board of Supervisors detects any acts in violation of the law or the Company's Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours and request the violator to cease such violation and take measures to remedy its consequences.

e. A Controller shall be obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies (if any) over which the Company exercises control, and such Controller or persons related to such Controller, in accordance with the provisions of law.

f. For recommendations relating to the Company's operational and financial situation, the Board of Supervisors shall send the written recommendation together with relevant documents at least fifteen (15) working days before the date on which it expects to receive a response.

g. Recommendations submitted to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall provide a response within seven (07) working days.

2. Coordination between the Board of Supervisors and the General Director: The Board of Supervisors shall perform the functions of inspection and supervision:

a. At meetings of the Board of Supervisors, the Board of Supervisors shall have the right to request the General Director (and simultaneously request members of the Board of Directors, internal audit personnel (if any) and independent auditors) to attend and respond to matters of concern to the Controllers.

b. Periodic and ad hoc inspections conducted by the Board of Supervisors must be concluded in writing (no later than fifteen (15) working days from the date of completion) and sent to the General Director to provide an additional basis for the General Director in managing the Company. Depending on the nature and results of such inspection, the Board of Supervisors shall discuss and reach agreement with the General Director before reporting to the General Meeting of Shareholders. In the event of disagreement, the Board of Supervisors shall have the right to reserve its opinion for inclusion in the minutes, and the Head of the Board of Supervisors shall be responsible for reporting such matter to the nearest General Meeting of Shareholders.

c. Where the Board of Supervisors detects any acts in violation of the law or the Company's Charter by the General Director, the Board of Supervisors shall notify the General Director in writing within forty-eight (48) hours and request the violator to cease such violation and take measures to remedy its consequences.

d. A Controller shall have the right to request the General Director to facilitate access to records and documents relating to the Company's business operations at the Head Office or at the place where such records are stored.

e. With respect to information and documents concerning the management and administration of business operations, business performance reports and financial statements, a written request from the Board of Supervisors for the provision of information and documents must be sent to the Company at least forty-eight (48) working hours before the time at which the Board of Supervisors expects to receive a response. The Board of Supervisors shall not use information of the Company that has not been authorized for disclosure or disclose such information to others for the purpose of conducting related transactions.

f. Recommendations of the Board of Supervisors concerning measures to amend, supplement or improve the organizational structure and the management, supervision and administration of the Company's business operations must be sent to the General Director at least seven (07) working days before the date on which it expects to receive a response.

3. Coordination between the General Director and the Board of Directors: The General Director shall represent and manage the Company's operations and ensure that the Company operates continuously and efficiently.

a. The General Director shall be accountable to the General Meeting of Shareholders and the Board of Directors for the performance of the assigned duties and exercise of the assigned powers, and shall report to these bodies upon request.

b. Where proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as soon as possible, but no later than seven (07) days before the date on which such matters are required to be decided.

c. To prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "Budgets") to serve the Company's long-term, annual and quarterly management and operations in accordance with its business plan. The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information prescribed in the Company's regulations.

d. The General Director shall prepare plans for submission to the Board of Directors for approval in relation to the recruitment and termination of employees, salaries, social insurance, benefits, commendation and discipline of employees and management personnel.

e. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies prescribed in the Company's Charter, the Company's regulations and applicable laws.

f. The General Director shall be obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies (if any) over which the Company exercises control, and the General Director himself/herself or persons related to him/her, in accordance with the provisions of law.

g. Other matters requiring consultation in accordance with Clause 2, Article 69 of these Regulations must be submitted to the Board of Directors at least seven (07) working

days before the date on which the General Director expects to receive a response from the Board of Directors.

Article 74. Regulations on the Performance Evaluation of Members of the Board of Directors, Controllers, the General Director and Other Corporate Executives

1. The Board of Directors shall be responsible for establishing performance evaluation criteria for all persons subject to evaluation, including members of the Board of Directors, the General Director and other corporate executives.

2. The performance evaluation criteria must balance the interests of corporate executives with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used for evaluation shall be carefully considered and determined by the Board of Directors from time to time. Non-financial criteria may include, among others, the interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions and duties and the established performance evaluation criteria/results achieved, the Board of Directors shall organize the performance evaluation of its members.

4. The performance evaluation of the Controllers shall be conducted in accordance with the mechanism specified in the organizational structure and operating regulations of the Board of Supervisors.

5. The performance evaluation of other corporate executives shall be conducted in accordance with the Company's internal regulations or may be based on the self-assessment of such executives.

Article 75. Rewards

1. Eligible persons: Individuals subject to the reward scheme prescribed by the Board of Directors.

2. The reward scheme applicable to members of the Board of Directors and Controllers shall be decided by the General Meeting of Shareholders.

3. For other corporate executives, the source of reward funds shall be appropriated from the Company's Reward and Welfare Fund and other lawful sources. The reward amount shall be based on the actual annual business results. The General Director shall propose the reward amount to the Board of Directors for approval; where the matter falls beyond the authority of the Board of Directors, it shall be submitted to the General Meeting of Shareholders for approval.

Article 76. Discipline

1. The Board of Directors shall be responsible for establishing a disciplinary system based on the nature and severity of violations. The highest forms of disciplinary action shall be dismissal and removal from office.

2. Members of the Board of Directors, Controllers and other corporate executives who fail to perform their duties in accordance with the requirements of honesty, diligence and due care shall bear personal responsibility for any damage caused by their actions or omissions.

3. Members of the Board of Directors, Controllers and other corporate executives who, in performing their duties, violate the provisions of law or the Company's regulations shall, depending on the nature and severity of the violation, be subject to disciplinary action, administrative sanctions or criminal prosecution in accordance with the law and the Company's Charter. Where such violation causes damage to the interests of the Company, its shareholders or other persons, the violator shall be liable for compensation in accordance with the law.

Article 77. Effectiveness

The Internal Regulations on Corporate Governance of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company comprise 6 Chapters and 77 Articles and shall take effect from the date of approval by the Company's General Meeting of Shareholders.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**



Nguyễn Thanh Dat

**REGULATIONS
ON THE OPERATION OF THE COMPANY'S BOARD OF DIRECTORS**

(Issued together with the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company No. 92/NQ-PAP dated September 25, 2026)

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing guidelines;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing guidelines;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities, and its amendments, supplements and implementing guidelines;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities, and its amendments, supplements and implementing guidelines;

Pursuant to the Government's Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;

Pursuant to the Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to Resolution No. 91/NQ-PAP dated September 25, 2026 of the General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

The General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company hereby promulgates the Regulations on the Operation of the Company's Board of Directors with the following provisions:

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of application: The Regulations on the Operation of the Board of Directors stipulate the organizational structure and personnel, operating principles, powers and obligations of the Board of Directors and its members in order to ensure their operations comply with the Law on Enterprises, the Company's Charter and other relevant laws and regulations.

2. Subjects of application: These Regulations shall apply to the Board of Directors and members of the Board of Directors.



Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall operate on a collective basis. Each member of the Board of Directors shall be personally responsible for his/her assigned tasks and shall be jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors concerning the development of the Company.

2. The Board of Directors shall assign the General Director to organize and manage the implementation of resolutions and decisions of the Board of Directors.

CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial position and business operations of the Company and its units.

2. Members of the Board of Directors shall have the obligations prescribed by the Company's Charter and the following obligations:

a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b. Fully attend meetings of the Board of Directors and provide opinions on matters put up for discussion;

c. Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, affiliated companies and other organizations;

d. Report to the Board of Directors at its nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital and members of the Board of Directors or their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or an enterprise manager within the three (03) years immediately preceding the date of the transaction;

e. Make information disclosures when conducting transactions in the Company's shares in accordance with law.

Article 4. Right of Members of the Board of Directors to Access Information

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors and other managers of the Company to provide information and documents on the financial position and business operations of the Company and its units.

2. The manager from whom information is requested must provide information and documents promptly, fully and accurately in accordance with the request of the member of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed by the Company's Charter.

Article 5. Term of Office and Number of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members.

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.

3. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

Article 6. Standards and Conditions for Members of the Board of Directors

Members of the Board of Directors must satisfy the following standards and conditions:

1. Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises.

2. Possess professional qualifications and experience in business administration or in the business fields, industries or lines of business of the Company, and are not required to be shareholders of the Company.

3. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of another company; however, the total number of companies in which such member serves as a member of the Board of Directors shall not exceed five (05) companies.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, relieved from office or dismissed by the Board of Directors from among its members.

2. The Chairperson of the Company's Board of Directors shall not concurrently serve as the General Director.

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

- a. Formulate the operating programs and plans of the Board of Directors;
- b. Prepare the agenda, contents and documents for meetings; convene, preside over and act as chairperson of meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervise the process of organizing and implementing resolutions and decisions of the Board of Directors;
- e. Act as chairperson of meetings of the General Meeting of Shareholders;
- f. Exercise other rights and perform other obligations in accordance with the Law on Enterprises and the Company's Charter.

4. In the event that the Chairperson of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or dismissal. In the event that the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In the event that there is no authorized person, or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory rehabilitation establishment or compulsory education establishment, absconds from his/her place of residence, has restricted or lost civil act capacity, has difficulties in perceiving or controlling his/her acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one among themselves to serve as Chairperson of the Board of Directors based on the approval of a

majority of the remaining members until a new decision is issued by the Board of Directors.

5. Where deemed necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors and recording minutes of such meetings;

b. Assist members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;

c. Assist the Board of Directors in applying and implementing the Company's governance principles;

d. Assist the Company in establishing shareholder relations and protecting the lawful rights and interests of shareholders, and in complying with obligations relating to information provision, information disclosure and administrative procedures.

Article 8. Relief from Office, Dismissal, Replacement and Addition of Members of the Board of Directors

1. The General Meeting of Shareholders shall relieve a member of the Board of Directors from office in the following cases:

a. Failing to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b. Having submitted a resignation letter which has been accepted;

c. Other cases prescribed by the Company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a. Failing to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b. Other cases prescribed by the Company's Charter.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors and relieve from office or dismiss members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

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

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;

b. The remaining number of members of the Board of Directors is lower than the minimum number of members prescribed by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the occurrence of such event;

c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been relieved from office or dismissed at the nearest meeting.

Article 9. Methods of Election, Relief from Office and Dismissal of Members of the Board of Directors

1. A shareholder or group of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% shall be entitled to nominate a maximum of one (01) candidate; from 20% to less than 40%, a maximum of two (02) candidates; and from 40% or more, a maximum of three (03) candidates;

b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more persons as candidates for the Board of Directors in accordance with the decision of the General Meeting of Shareholders. Where the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the incumbent Board of Directors and other shareholders.

2. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient to meet the required number prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3. The election of members of the Board of Directors must be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Directors, and the shareholder shall have the right to allocate all or part of his/her total votes to one or several candidates. Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, in descending order, starting from the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is reached. Where two (02) or more candidates receive the same number of votes for the last seat on the Board of Directors, a re-election shall be conducted among the candidates receiving the same number of votes, or the candidate shall be selected in accordance with the criteria prescribed in the election regulations or the Company's Charter.

4. The election, relief from office and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 10. Notice of Election, Relief from Office and Dismissal of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may learn about such candidates before voting. Candidates for the Board

of Directors must provide written undertakings regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions held, including positions as members of the Board of Directors of other companies;
- e. Relevant interests in the Company and its related parties;
- f. Other information as prescribed by the Company's Charter;
- g. A public company shall be responsible for disclosing information about the companies in which the candidates currently hold positions as members of the Board of Directors, other managerial positions, and relevant interests in such companies (if any).

2. The disclosure of information regarding the results of the election, relief from office and dismissal of members of the Board of Directors shall be carried out in accordance with regulations guiding information disclosure.

CHAPTER III: BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

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

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

- a. Decide on the Company's strategy, medium-term development plans and annual business plans;
- b. Elect, relieve from office and dismiss the Chairperson of the Board of Directors; appoint, relieve from office, enter into and terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on the remuneration and other benefits of such persons;
- c. Supervise and direct the General Director and other managers in the daily management of the Company's business operations;
- d. Decide on investment plans and investment projects within its authority and limits prescribed by law;
- e. Decide on solutions for market development, marketing and technology;
- f. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

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

h. Decide on the organizational structure of the Company, the establishment of subsidiaries, branches and representative offices, and the capital contribution to and purchase of shares in other enterprises;

i. Recommend the reorganization or dissolution of the Company; request the initiation of bankruptcy proceedings against the Company;

j. Decide to promulgate the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; decide to promulgate the Company's Regulations on Information Disclosure;

k. Approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or conduct a written consultation for the General Meeting of Shareholders to adopt resolutions;

l. Recommend the dividend payment rate; decide on the timing and procedures for payment of dividends or handling losses incurred in the course of business operations;

m. Propose the types of shares and the total number of shares of each type that may be offered for sale;

n. Decide to sell unsold shares within the number of shares authorized to be offered for sale of each type; decide to raise additional capital through other forms;

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

p. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

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

r. Exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws and regulations, and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written consultation, or by other methods prescribed by the Company's Charter. Each member of the Board of Directors shall have one vote.

4. Where a resolution or decision adopted by the Board of Directors contravenes the law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for the damage caused. Members who voted against such resolution or decision shall be exempt from liability. In such case, the Company's shareholders shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

Article 12. Duties and Powers of the Board of Directors in Approving and Entering into Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being conducted being less than 35% of the total value of assets recorded in the Company's latest financial statements, or

another lower ratio or value as prescribed by the Company's Charter, between the Company and any of the following persons or entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of such persons;
- Shareholders and authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;
- Enterprises related to the persons and entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative entering into and signing a contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors of the related persons or entities involved in such contract or transaction and enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of the notification, unless a different period is prescribed by the Company's Charter. A member of the Board of Directors having an interest related to the parties to the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

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

- a. The Board of Directors considers it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors or the Board of Supervisors is lower than the minimum number of members prescribed by law;
- c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; such request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of all relevant shareholders, or the request may be made in multiple copies bearing the signatures of all relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and the Company's Charter.

2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or members of the Board of Supervisors falls below the minimum number prescribed by the Law on Enterprises, or from the date of receipt of a request specified at Points c and d, Clause 1 of this Article.

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

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints relating to the list of shareholders;
- c. Prepare the agenda and contents of the meeting;
- d. Prepare documents for the meeting;
- e. Prepare draft resolutions of the General Meeting of Shareholders based on the proposed agenda of the meeting; prepare the list and detailed information of candidates in the event of election of members of the Board of Directors or members of the Board of Supervisors;

- f. Determine the time and venue of the meeting;
- g. Send notices of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h. Perform other tasks necessary for the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish committees under its authority to take charge of development policies, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be determined by the Board of Directors and shall consist of at least three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of the committee, and one of such members shall be appointed as Chairperson of the committee by decision of the Board of Directors. The operations of the committee shall comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect when it is approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and the Company's Charter and Internal Regulations on Corporate Governance.

CHAPTER IV: MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson 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 the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must hold at least one (01) meeting every quarter and may hold extraordinary meetings.

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

- a. Upon request of the Board of Supervisors;
- b. Upon request of the General Director or at least five (05) other managers;
- c. Upon request of at least two (02) members of the Board of Directors.

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

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

6. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of meeting invitation no later than three (03) working days before the meeting date. The notice must specify the time and venue of the meeting, agenda, matters to be discussed and decided upon. The notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods prescribed by the Company's Charter, provided that it reaches the contact address registered with the Company of each member of the Board of Directors.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting invitation and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and the right to participate in discussions but shall not have the right to vote.

8. A meeting of the Board of Directors may be conducted when at least three-fourths (3/4) of the total number of members attend the meeting. If a meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
- c. Attending and voting through an online conference, electronic voting or other electronic means;
- d. Sending a voting ballot to the meeting by post, fax or email;
- e. Sending a voting ballot by other means.

10. Where a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all persons attending the meeting.

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

12. Meetings conducted by online conference

a. A meeting of the Board of Directors may be conducted by online conference among members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting is able to:

- Hear each other member of the Board of Directors participating in the meeting speak;
- Speak simultaneously with all other members attending the meeting.

b. Communication among members may be conducted directly by telephone or by other means of communication, or by a combination of all such methods. Under these Regulations, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting conducted in accordance with this provision shall be the place where the largest group of members of the Board of Directors has gathered, or, if there is no such group, the place where the chairperson of the meeting is present.

c. Decisions adopted at a duly organized and conducted online meeting shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes thereof. No member of the Board of Directors shall have the right to refuse to confirm the minutes by signing them, except where such member expressed disagreement with or reserved his/her opinion on the decisions adopted at the meeting.

13. Participants in meetings of the Board of Directors

a. Participants in meetings of the Board of Directors shall include the Chairperson of the Board of Directors, members of the Board of Directors, the Board of Supervisors, and the General Director, who shall be invited to attend as an observer.

b. Other managers and representatives of grassroots-level Party organizations, trade unions and youth unions may be invited to attend meetings where deemed necessary.

c. When discussing matters relating to the decision-making authority of a State authority, the Board of Directors may invite representatives of the relevant State authority to attend the meeting.

d. Invited observers who are not members of the Board of Directors shall have the right to express their opinions but shall not have the right to vote.

14. Preparation of matters for discussion at meetings of the Board of Directors

a. Unless otherwise provided, the General Director of the Company shall be responsible for preparing the matters to be discussed at meetings of the Board of Directors at the request of the Board of Directors;

b. Members of the Board of Directors and committees under the Board of Directors shall, as assigned by the Chairperson of the Board of Directors, review relevant matters prepared by the General Director of the Company and propose opinions or solutions for consideration and decision by the Board of Directors.

15. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of a tie, the final decision shall be determined by the vote of the Chairperson of the Board of Directors.

Article 16. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors 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 additionally be prepared in a foreign language, and shall contain the following principal contents:

a. The Company's name, head office address and enterprise identification number;

b. Time and venue of the meeting;

c. Purpose, agenda and contents of the meeting;

d. Full names of each member attending the meeting or authorized person attending the meeting and the manner of attendance; full names of members not attending the meeting and the reasons for their absence;

e. Matters discussed and voted on at the meeting;

f. Summary of opinions expressed by each member attending the meeting in chronological order of the proceedings;

g. Voting results, clearly stating the members voting in favor, voting against and having no opinion;

h. Matters approved and the corresponding approval voting ratio;

i. Full names and signatures of the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article.

2. Where the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, the minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article.

3. The chairperson, the person recording the minutes and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. The minutes of meetings of the Board of Directors and documents used at the meetings must be retained at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the contents of the Vietnamese version shall prevail.

Article 17. Adoption of Resolutions of the Board of Directors by Written Consultation

1. For matters where it is not necessary to convene a meeting of the Board of Directors or where it is not possible to convene a meeting, the Chairperson of the Board of Directors may organize a written consultation of the members of the Board of Directors, provided that all members of the Board of Directors receive complete relevant documents concerning the matters proposed for consideration and decision by the Board of Directors.

2. A resolution adopted by written consultation shall be approved based on the affirmative votes of a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and legal effect as a resolution adopted by the members of the Board of Directors at a duly convened and conducted meeting.

CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

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

- a. Report on the Company's business results;
- b. Financial statements;
- c. Report on assessment of the management and administration of the Company;
- d. Appraisal report of the Board of Supervisors.

2. The reports specified at Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than thirty (30) days before the opening date of the annual General Meeting of Shareholders, unless otherwise provided by the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be retained at the Company's head office no later than ten (10) days before the opening date of the annual General Meeting of Shareholders. A shareholder who has continuously held shares of the Company for at least one (01) year shall have the right, either personally or together with a lawyer, certified accountant or certified auditor, to directly review the reports specified in this Article.

Article 19. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

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

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on a committee of the Board of Directors, or performing other work outside the ordinary duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, profit-sharing percentage or other form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

Article 20. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a. The name, enterprise identification number, head office address, business lines and sectors of any enterprise in which they own contributed capital or shares; the percentage and date of ownership of such contributed capital or shares;

b. The name, enterprise identification number, head office address, business lines and sectors of any enterprise in which their related persons jointly own or individually own contributed capital or shares representing more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplement thereto must be notified to the Company within seven (07) working days from the date of the relevant amendment or supplement.

3. A member of the Board of Directors who, in his/her own name or in the name of another person, conducts work in any form within the scope of the Company's business activities must explain the nature and contents of such work to the Board of Directors and may only conduct such work upon approval by a majority of the remaining members of the Board of Directors. If such work is conducted without disclosure or without approval from the Board of Directors, all income derived from such activities shall belong to the Company.

CHAPTER VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among Members of the Board of Directors

1. The relationship among members of the Board of Directors shall be one of coordination and cooperation. Members of the Board of Directors shall be responsible for providing each other with information on relevant matters during the performance of their assigned duties.

2. In the course of handling work, a member of the Board of Directors assigned to take primary responsibility shall proactively coordinate in handling matters that are related to areas under the responsibility of another member of the Board of Directors. In the event of differing opinions among members of the Board of Directors, the member taking primary responsibility shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or organize a meeting or seek opinions from members of the Board of Directors in accordance with law, the Company's Charter and these Regulations.

3. In the event of reassignment among members of the Board of Directors, the relevant members must hand over the work, records and documents concerned. Such handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 22. Relationship with the Executive Management

1. In its governance capacity, the Board of Directors shall issue resolutions for the General Director and the executive management apparatus to implement. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

2. The Board of Directors shall not directly interfere in the executive management of the Company by the General Director. The Board of Directors may attend monthly briefing meetings of the Company's executive management, meetings to review and approve investment projects, cooperation proposals and other matters chaired by the General Director before submission to the Board of Directors for consideration and approval. Where necessary, the Board of Directors may annually formulate a plan to work with the Company's units to inspect and supervise the implementation of business and production plans and the implementation of resolutions and decisions of the Board of Directors, in order to promptly address relevant recommendations falling within the authority of the Board of Directors.

3. The Board of Directors may utilize the Company's functional departments and/or specialists to assist the Board of Directors in reviewing and providing advice on relevant matters.

4. Official letters and transaction documents addressed to the Board of Directors, after being recorded in the monitoring register, must be forwarded to the Chairperson of the Board of Directors or an authorized person for handling. Official letters and transaction documents from shareholders or superior authorities addressed to the Company that contain matters falling within the authority of the Board of Directors must be copied and sent to the Chairperson of the Board of Directors or an authorized person for coordination and handling.

5. Official letters and transaction documents issued or sent by the Board of Directors shall be registered under the Board of Directors' reference number and retained by the Secretary to the Board of Directors.

6. The Board of Directors shall use the Company's seal to issue documents for the purpose of directing and managing the Company and/or to conduct transactions with organizations and/or individuals outside the Company.

Article 23. Principles of Coordination between the Board of Directors and the General Director

The principles of coordination between the Board of Directors and the General Director shall be as follows:

1. The Board of Directors and the General Director must coordinate their activities in the spirit of ensuring consistency in the management and administration of the Company; maintaining internal unity and enhancing mutual support in leadership and direction for the development of the Company, in compliance with law and the Company's Charter.

2. The Board of Directors shall perform its duties through resolutions and decisions and shall require the General Director to implement them. Except in urgent cases arising from business and production requirements, the Board of Directors shall process and respond no later than seven (07) days from the date of receipt of submissions or official letters of request from the General Director. For major matters requiring a meeting of the Board of Directors or written consultation of members of the Board of Directors, the Board of Directors shall process and respond no later than fifteen (15) days.

3. In respect of the signing of contracts involving responsibilities of the Board of Directors or requiring submission to the Board of Directors for decision, the General Director shall notify the Chairperson of the Board of Directors so that the Chairperson may attend or appoint another member of the Board of Directors to attend on behalf of the Board of Directors, where deemed necessary.

4. For meetings to which the Company is invited by relevant authorities, partners, customers, etc. (except where a specific individual is invited by name), which are of particular importance and relate to organizational reform, mechanisms and policies, medium- or long-term development orientations, or the resolution of major outstanding issues of the Company, the General Director shall notify the Board of Directors so that the Board of Directors may attend where possible.

5. Responsibilities of the General Director in working relations with the Board of Directors.

a. The General Director shall be responsible for organizing and implementing resolutions and decisions of the Board of Directors and the General Meeting of Shareholders. During the implementation of resolutions and decisions of the Board of Directors, if the General Director identifies any matter that is detrimental to the Company, the General Director must promptly report it to the Board of Directors for consideration and adjustment of the relevant resolution or decision, if necessary. If the Board of Directors does not adjust the resolution or decision, the General Director shall nevertheless implement it but shall have the right to reserve his/her opinion and make recommendations.

The General Director shall have the right to refuse to implement any resolution or decision of the Board of Directors or any member of the Board of Directors if he/she considers it to be contrary to law, the Company's Charter or a decision of the General

Meeting of Shareholders. At the same time, the General Director shall be responsible for immediately notifying the Board of Supervisors in writing. The General Director shall bear responsibility before the law and the Board of Directors for his/her opinions regarding the foregoing matters.

b. Other responsibilities of the General Director are specified in Clause 4, Article 35 of the Company's Charter.

Article 24. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors shall be one of coordination and cooperation. The working relationship between the Board of Directors and the Board of Supervisors shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing them and directing relevant departments to formulate plans and promptly implement corrective measures.

Article 25. Relationship with Party Organizations, Trade Unions and Youth Unions

The Board of Directors shall coordinate with and facilitate Party organizations, trade unions and youth unions in properly performing their functions and duties and complying with the charters of such organizations within the Company.

Article 26. Relationship with Shareholders and the Media

1. The Board of Directors shall ensure regular communication and relations with the Company's shareholders by disclosing documents and periodic financial statements in accordance with the Company's Charter and providing important information on the Company's operations.

2. The Board of Directors shall be responsible for ensuring transparency in the management and administration of all aspects of the Company's operations and for fully performing its obligations to shareholders in accordance with the Company's Charter.

3. The Board of Directors shall be responsible for directing the timely handling and public disclosure of recommendations and complaints, if any, from shareholders.

4. Members of the Board of Directors shall not independently represent the Company or make statements to media and press agencies or shareholders regarding matters relating to the Company without authorization. Unless otherwise provided, the Chairperson of the Board of Directors and the General Director shall be responsible for officially representing and speaking on behalf of the Company to media and press agencies regarding matters relating to the Company.

5. The Chairperson and members of the Board of Directors shall be responsible for safeguarding and retaining documents relating to the Company and shall not allow other individuals or companies to borrow, photocopy or record information relating to the Company in a manner that may adversely affect the interests of the Company. Members of the Board of Directors shall comply with the applicable security and confidentiality regulations of the State and the Company.

CHAPTER VII: IMPLEMENTATION PROVISIONS

Article 27. Effectiveness

The Regulations on the Operation of the Board of Directors of Phuoc An Petroleum Investment Port Exploitation Joint Stock Company consist of seven (07) Chapters and twenty-seven (27) Articles and shall take effect from the date of approval by the Company's General Meeting of Shareholders.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**



Nguyễn Thanh Dat





PHUOC AN
PORT

No: 87/BB - PAP

Dong Nai, September 25, 2026

**MINUTES OF VERIFICATION OF SHAREHOLDER ELIGIBILITY
FOR ATTENDANCE AT THE 2026 EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS**

Pursuant to the Law on Enterprises;

Pursuant to the Charter of Phuoc An Port Investment and Exploitation Petroleum Joint Stock Company;

Pursuant to the list of shareholders provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) (record date: August 27, 2026);

Pursuant to Invitation Letter No. 73/TM-PAP dated September 3, 2026 regarding attendance at the 2026 Extraordinary General Meeting of Shareholders;

Pursuant to the assignment of the Board of Directors, the Shareholder Eligibility Verification Committee for the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Port Investment and Exploitation Petroleum Joint Stock Company comprises:

1. Mr. Bành Hoàng Nguyễn – Head of the Committee
2. Mr. Lê Tuấn Phi – Member
3. Ms. Nguyễn Huyền Thu – Member

Today, on September 25, 2026, at Meeting Room No. 1, Phuoc An Port Office, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, the Shareholder Eligibility Verification Committee reports to the General Meeting the results of the verification of the eligibility of shareholders attending the 2026 Extraordinary General Meeting of Shareholders of the Company, as follows:

- Total number of shareholders of the Company: 311 shareholders holding 357,000,000 shares, including:

- + Institutional shareholders: 3 shareholders holding 76,500,000 shares;
- + Individual shareholders: 308 shareholders holding 280,500,000 shares.

- Total number of delegates attending the General Meeting: 30 delegates. These 30 delegates hold/are authorized to represent/represent a total of 355,938,160 shares, accounting for 99.70% of the total voting shares of the Company (the list of shareholders attending/authorizing attendance is attached).

Pursuant to Clause 1, Article 145 of the Law on Enterprises, the Shareholder Eligibility Verification Committee confirms that all delegates are duly qualified to attend the General Meeting, and that the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company is duly constituted and fully qualified to proceed.



The Minutes were completed at 8:35 a.m. on the same day. These Minutes were made in 02 (two) copies and announced to all shareholders attending the Company's 2026 Extraordinary General Meeting of Shareholders.

Respectfully submitted.

**TM. INSPECTION COMMITTEE
PREFECT**



Banh Hoang Nguyen

LIST OF SHAREHOLDERS ATTENDING AND AUTHORIZING REPRESENTATION

(Attached to the Minutes of Shareholder Eligibility Verification dated September 25, 2026)

No.	Full Name	Notes
1	Nguyễn Thanh Hoàng	
2	Trần Mạnh Cường	
3	Trần Bá Tài	
4	Trần Phi Hùng	
5	Võ Thị Hồng Thắm	
6	Bùi Hữu Quốc Bảo	
7	Hoàng Thanh Hùng	
8	Phan Thế Anh	
9	Bành Xuân Hoài	
10	Võ Trung Thành	
11	Trương Công Bình	
12	Trần Nhân Tâm	
13	Trương Công Nghĩa	
14	Trần Văn Nguyễn	
15	Trần Bảo Chung	
16	Hà Văn Nam	
17	Phạm Hồng Khánh	
18	Phạm Văn Khánh	
19	Lê Đình Nghiệm	
20	Nguyễn Tiến Trung	
21	Nguyễn Quốc Hưng	
22	Phạm Quốc Chi	
23	Mê Văn Phương	
24	Hoàng Đức Thế	
25	Trần Hữu Dũng	
26	Trần Ngọc Anh	
27	Vũ Ngọc Thắng	
28	Công ty TNHH MTV Hoành Sơn	
29	Công ty TNHH TM DV Đại Lộc Phát 68	
30	Tập Đoàn Công Nghiệp – Năng Lượng Quốc Gia Việt Nam	





Dong Nai, September 25, 2026

MINUTES OF VOTE COUNTING

Matters at the 2026 Extraordinary General Meeting of Shareholders

Today, September 25, 2026, at Meeting Room No. 1, Phuoc An Port Office, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, the Vote Counting Committee, duly elected by the 2026 Extraordinary General Meeting of Shareholders of Phuoc An Petroleum Investment Oil Port Joint Stock Company, consists of:

Mr. Tran Le Duy Vu – Head of the Vote Counting Committee

Ms. Tran Thi Thai – Member

Ms. Dinh Tran Dan Nhi – Member

The Vote Counting Committee has duly performed its vote counting duties in accordance with the applicable regulations and prepared these Minutes of Vote Counting as follows:

I. Voting ballot information

- Total number of voting shares at the General Meeting: 355,938,160 shares
- Number of ballot papers issued: 30 ballot papers, representing 355,938,160 shares
- Number of ballot papers collected: 30 ballot papers, representing 355,938,160 shares
- Number of valid ballot papers: 30 ballot papers, representing 355,938,160 shares
- Number of invalid ballot papers: 0 ballot papers, representing 0 shares

II. Voting results

No.	Description	Number of Shares	Percentage (%)	Notes
I.	Adjustment to the Company's Key Tasks for 2026: Not to convert the function of the Phuoc An Port Logistics Service Area Construction Investment Project, covering an area of 220.4 hectares, into an industrial park.			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	

No.	Description	Number of Shares	Percentage (%)	Notes
2.	The company's production and business plan for the 2026–2030 period			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
3.	Approval in principle for the investment in Phase 3.2 of the Phuoc An Port Construction Investment Project			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
4.	Adjustment to the Phuoc An Port Construction Investment Project			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
5.	Amendments and supplements to the Company's Charter			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
6.	Amendments and supplements to the Company's Internal Regulations on Corporate Governance			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	
7.	Amendments and supplements to the Operating Regulations of the Company's Board of Directors			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	

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No.	Description	Number of Shares	Percentage (%)	Notes
8	Dismissal of members of the Board of Directors for the 2024–2029 term			
-	Shares in Favor	320.938.160	90,2%	
-	Shares Against	35.000.000	9,8%	
-	Shares with No Opinion	-	0,0%	
-	Invalid Shares	-	0,0%	

III. Conclusion

Pursuant to the Company's Charter and based on the above vote counting results, the following matters were approved by the 2026 Extraordinary General Meeting of Shareholders:

1. Report on the adjustment of certain key tasks of the Company for 2026: Not to convert the function of the Phuoc An Port Logistics Service Area Construction Investment Project, covering an area of 220.4 hectares, into an industrial park.
2. The Company's Production and Business Plan for the 2026–2030 period.
3. Approval in principle for the investment in Phase 3.2 – Phuoc An Port Construction Investment Project.
4. Adjustment to the Phuoc An Port Construction Investment Project.
5. Amendments and supplements to the Company's Charter.
6. Amendments and supplements to the Company's Internal Regulations on Corporate Governance.
7. Amendments and supplements to the Operating Regulations of the Company's Board of Directors.
8. Dismissal of members of the Board of Directors for the 2024–2029 term.

The vote counting was completed at 10:45 a.m. on the same day. These Minutes were made in 02 (two) originals and announced at the 2026 Extraordinary General Meeting of Shareholders of the Company.

TM. VOTING COMMITTEE

PREFECT



Tran Le Duy Vu



Dong Nai, September 25, 2026

VOTING MINUTES

Election of Members of the Board of Directors for the 2026 - 2031 Term

Today, on September 25, 2026, at Meeting Room No. 1, Phuoc An Port Office, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, the Vote Counting Committee was elected by the Extraordinary General Meeting of Shareholders 2026 of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company, comprising:

1. Mr. Tran Le Duy Vu – Head of the Vote Counting Committee;
2. Ms. Tran Thi Thai – Member;
3. Ms. Dinh Tran Dan Nhi – Member

The Vote Counting Committee conducted the vote counting for the election of members of the Board of Directors for the 2026 - 2031 term in accordance with applicable laws, the Company's Charter and the Election Regulations approved by the General Meeting of Shareholders, with the following results:

I. Voting status

- Number of shareholders present and duly represented at the General Meeting: 30 shareholders, holding 355,938,160 voting shares of the Company.
- Number of ballots issued: 30 ballots, representing 1,779,690,800 voting rights.
- Number of ballots collected: 30 ballots, representing 1,779,690,800 voting rights.
- Number of valid ballots: 30 ballots, representing 1,779,690,800 voting rights.
- Number of invalid ballots: 0 ballots, representing 0 voting rights.

II. List of candidates

The list of candidates for members of the Board of Directors for the 2026 - 2031 term approved by the General Meeting of Shareholders comprises:

1. Mr. Nguyen Thanh Dat
2. Mr. Truong Hoang Hai
3. Mr. Nguyen Thai Phuc
4. Mr. Tran Nhan Tam
5. Mr. Nguyen Huu Thang



III. Vote counting results

No.	Full Name	Number of Votes Received	Notes
1.	Mr. Nguyen Thanh Dat	342.731.396	19,26%
2.	Mr. Truong Hoang Hai	320.366.476	18,00%
3.	Mr. Nguyen Thai Phuc	313.880.976	17,64%
4.	Mr. Tran Nhan Tam	313.855.976	17,64%
5.	Mr. Nguyen Huu Thang	313.855.976	17,64%
Total		1.604.690.800	

IV. Conclusion

Based on the above vote counting results and in accordance with the Company's Charter and the Election Regulations approved by the General Meeting of Shareholders, the following candidates were elected as members of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company for the 2026 - 2031 term:

- 1. Mr. Nguyen Thanh Dat;
- 2. Mr. Truong Hoang Hai;
- Mr. Nguyen Thai Phuc;
- Mr. Tran Nhan Tam;
- Mr. Nguyen Huu Thang.

The above constitutes the vote counting results for the election of members of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company for the 2026 - 2031 term at the Extraordinary General Meeting of Shareholders 2026.

The vote counting was completed at 11:20 a.m. on the same day. This Minutes is made in 02 (two) copies of equal validity and was announced to the shareholders attending the Extraordinary General Meeting of Shareholders 2026.

TM. VOTING COMMITTEE

PREFECT

Tran Le Duy Vu



MINUTES OF THE BOARD OF DIRECTORS MEETING (First Session)

1. Name, head office address and enterprise registration number

- Enterprise name: Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;
- Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam;
- Enterprise Registration No.: 3601010336, first registered on May 14, 2008, and amended for the 15th time on May 6, 2026.

2. Purpose, agenda and contents of the meeting

The Board of Directors for the 2026 - 2031 term held its first meeting to elect the Chairman of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company for the 2026 - 2031 term.

3. Time and venue of the meeting

- Time: Commencing at 11:25 a.m. on September 25, 2026 (Friday).
- Venue: Meeting Room No. 3, Phuoc An Port Office, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam.

4. Participants

All members of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company for the 2026 - 2031 term attended the meeting, including:

- Mr. Nguyen Thanh Dat;
- Mr. Truong Hoang Hai;
- Mr. Nguyen Thai Phuc;
- Mr. Tran Nhan Tam;
- Mr. Nguyen Huu Thang.

Secretary of the meeting: Mr. Nguyen Van Hoang, Head of Organization and Administration Department.

- Number of attending Board members: 05 (five) members, representing 100% of the total number of voting Board members.
- Number of absent Board members: 0 (zero) members.
- The members of the Board of Directors agreed to appoint Mr. Nguyen Thanh Dat as the Chair of the meeting.
- Pursuant to the provisions of the Law on Enterprises and the Company's Charter, the meeting of the Board of Directors was duly qualified to proceed.



5. Contents, proceedings and results of the meeting

The members of the Board of Directors discussed and considered the election of the Chairman of the Board of Directors of the Company for the 2026 - 2031 term.

The attending members listened to Mr. Nguyen Van Hoang - Head of Organization and Administration Department and Secretary of the meeting, present Document No. 321/CV-HDTV dated September 24, 2026, issued by Hoanh Son One Member Company Limited, introducing Mr. Nguyen Thanh Dat as a candidate for the position of Chairman of the Board of Directors of the Company.

After consideration and discussion, the members of the Board of Directors agreed to conduct a vote by show of hands to elect Mr. Nguyen Thanh Dat as Chairman of the Board of Directors of the Company for the 2026 - 2031 term.

Voting results:

- In favor: 05 members, representing 100%;
- Against: 0 members, representing 0%;
- No opinion: 0 members, representing 0%.

Accordingly, the Board of Directors unanimously, with 100% approval, elected:

Mr. Nguyen Thanh Dat, born on October 19, 1987, as Chairman of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company for the 2026 - 2031 term.

The meeting ended at 11:30 a.m. on the same day. The Minutes were prepared before the conclusion of the meeting in 02 (two) original copies in Vietnamese, each having equal legal validity, and shall be kept in the records of the Company's Board of Directors and reported to the 2026 Extraordinary General Meeting of Shareholders. The Secretary of the meeting read the full contents of the Minutes to all attending members. All attending members unanimously approved the entire contents of the Minutes.

SECRETARY OF THE MEETING

NGUYEN VAN HOANG

CHAIR OF THE MEETING



NGUYEN THANH DAT



RESOLUTION*Re: Election of the Chairman of the Board of Directors for the 2026 - 2031 Term***BOARD OF DIRECTORS OF PHUOC AN PORT INVESTMENT AND
DEVELOPMENT JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises;

Pursuant to the Charter and the Regulations on the Operation of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company;

Pursuant to the Minutes of the Board of Directors Meeting No. 89/BB-PAP dated September 25, 2026.

RESOLUTION

Article 1: The Board of Directors hereby unanimously elects Mr. Nguyen Thanh Dat, born on February 6, 1987, as Chairman of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company for the 2026 - 2031 term, effective from September 25, 2026.

Article 2: This Resolution shall take effect from the date of signing. The members of the Board of Directors, the Board of Management of the Company, and Mr. Nguyen Thanh Dat shall be responsible for implementing this Resolution./.

Recipients:

- As stated in Article 2;
- Head of the Board of Supervisors of PAP;
- Filed at the Administration Office and the Board of Directors.

TM. BOARD OF DIRECTORS

Nguyen Thanh Dat

No.: 75/PAP - HĐQT

Dong Nai, September 3, 2026

Re: Adjustment of Certain Key
Tasks of the Company for 2026

Dear: General Meeting of the Company's Shareholders

Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders No. 49/NQ-PAP dated April 10, 2026, the Board of Directors respectfully reports to the General Meeting of Shareholders as follows:

On July 8, 2026, the Company's General Director submitted to the Board of Directors Report No. 1368/PAP-QLDA on the implementation status of the Phuoc An Port Logistics Service Area Construction Investment Project.

Following discussion and consideration, the Board of Directors unanimously issued Resolution No. 65/NQ-PAP dated July 13, 2026, approving the policy of not converting the function of the 220.4-hectare Phuoc An Port Logistics Service Area Construction Investment Project into an Industrial Park and implementing the Project in accordance with the objectives specified in the issued Investment Registration Certificate.

On this basis, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration the Adjustment of certain key tasks of the Company for 2026: Not converting the function of the 220.4-hectare Phuoc An Port Logistics Service Area Investment and Construction Project into an Industrial Park, specifically as follows:

1. Not to proceed with the investment plan for the Phuoc An Industrial Park project converted from the existing 220.4-hectare Phuoc An Port Logistics Service Area Project.
2. To continue investing in the existing 220.4-hectare Phuoc An Port Logistics Service Area Project.
3. To authorize the General Director of the Company to carry out the relevant procedures for the investment and construction of the Phuoc An Port Logistics Service Area Project in accordance with applicable regulations and submit them to the Board of Directors for approval.

Respectfully submitted.

Recipients:

- As above;
- PAP Website;
- File: Office, Board of Directors.

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



Nguyễn Thanh Dat

PROPOSAL

Re: Approval of the Company's Production and Business Plan for the 2026 - 2030
Period

Dear: General Meeting of the Company's Shareholders

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

Pursuant to the Charter of Phuoc An Port Petroleum Investment and
Exploitation Joint Stock Company;

Pursuant to the actual implementation status of the Project and the Company's
investment needs;

The Board of Directors of Phuoc An Port Investment and Petroleum
Exploitation Joint Stock Company respectfully submits to the General Meeting of
Shareholders for consideration and approval of the Company's Business and Production
Plan for the 2026–2030 period, as set out in the attached Plan

Respectfully submitted.

Recipients:

- As above;
- PAP Website;
- File: Office, Board of Directors.

ON BEHALF OF THE BOARD OF

DIRECTORS
CHAIRMAN



Nguyễn Thanh Dat

**PRODUCTION AND BUSINESS PLAN OF PHUOC AN PORT PETROLEUM
INVESTMENT AND EXPLOITATION JOINT STOCK COMPANY FOR THE
2026–2030 PERIOD**

PART I: IMPLEMENTATION OF THE 2021–2025 FIVE-YEAR PLAN

I. IMPLEMENTATION OF THE 2021–2025 FIVE-YEAR PLAN

1. Objectives of the 2021–2025 Five-Year Plan

Continue to implement the Phuoc An Port, Logistics Services Area and Industrial Park projects in a coordinated manner; adjust the projects in line with the approved planning and relevant legal regulations; complete infrastructure and legal procedures and gradually put completed components into operation; strengthen investment cooperation, carry out procedures for increasing charter capital and mobilizing loans to meet project implementation needs, thereby contributing to enhancing the Company's operational capacity, competitiveness and investment efficiency.

2. Implementation Status of the Objectives of the 2021–2025 Five-Year Plan

2.1. Capital Mobilization and Borrowings

- **Charter Capital Increase:** The Company has completed the increases in charter capital from VND 1,100 billion to VND 1,500 billion; from VND 1,500 billion to VND 2,000 billion; from VND 2,000 billion to VND 2,320 billion; and from VND 2,320 billion to VND 3,570 billion. These increases were approved by the State Securities Commission for the purposes of funding compensation and site clearance for the Project, carrying out investment preparation activities, and ensuring counterpart funding for disbursements for Phase 1 and Phase 2.1 of the Phuoc An Port Construction Investment Project. The additional capital has been managed and utilized by the Company in accordance with the capital utilization plan approved by the General Meeting of Shareholders and the Board of Directors.

- **Borrowings:** To ensure funding for the construction investment of the Project, the Company has carried out procedures to obtain loans and mobilize capital from credit institutions and customer partners during the construction investment and operation of the Project.

2.2. Project Adjustments

Based on the approval of the 1/2,000-scale Construction Zoning Plan for Phuoc An Industrial Park under Decision No. 995/QĐ-UBND dated March 28, 2025 of the People's Committee of Dong Nai Province, the Department of Finance of Dong Nai Province adjusted Investment Registration Certificate No. 2282061118 (4th amendment) dated September 26, 2025 for the Phuoc An Port Logistics Services Area Construction Investment Project (Logistics Project), covering an area of 220.4 hectares.

At the same time, the Management Board of Industrial Parks and Economic Zones of Dong Nai Province issued Investment Registration Certificate No. 0150166173 dated September 26, 2025 for the Phuoc An Industrial Park Infrastructure Construction and Business Investment Project, covering an area of 330 hectares.

Following the above adjustments, the Company's projects are as follows:

- Phuoc An Port Construction Investment Project, Project No. 7530322848, 3rd amendment dated July 3, 2024;

- Phuoc An Port Logistics Services Area Construction Investment Project (Logistics Project), Project No. 2282061118, 4th amendment dated September 20, 2025;

- Phuoc An Industrial Park Infrastructure Construction and Business Investment Project, Project No. 0150166173, first issued on September 26, 2025.

2.3. Compensation and Site Clearance

- Phuoc An Port Construction Investment Project: The Company has completed the compensation and site clearance and has been allocated and leased 157.3 hectares of land by the People's Committee of Dong Nai Province and granted Certificates of Land Use Rights, ready for the construction investment of the Project's phases.

- Phuoc An Port Logistics Services Area Construction Investment Project (Logistics Project) – 220.4 hectares: The Company has been granted Certificates of Land Use Rights for 203.24 hectares by the People's Committee of Dong Nai Province. Of this area, 16.1 hectares have been compensated, while 0.72 hectares remain uncompensated. The Company is currently coordinating with the competent authorities to continue implementing the compensation work.

- Phuoc An Industrial Park Infrastructure Construction and Business Investment Project: The Company has been granted Certificates of Land Use Rights for 315.8/330 hectares by the People's Committee of Phuoc An Commune. Of this area, 2.47 hectares have been compensated, while the remaining 11.73 hectares have not yet been compensated. The Company is currently coordinating with the competent authorities to continue implementing the compensation work.

2.4. Tình hình đầu tư xây dựng

- Phuoc An Port Construction Investment Project:

+ Phase 1: Construction has been completed and accepted by the competent authorities; an environmental permit has been obtained; the port berths have been officially announced as open; the certificate of eligibility for seaport operation and exploitation has been granted; and the port code has been issued. The port is currently in stable operation and exploitation in compliance with applicable regulations.

+ Phase 2: The Project has completed the construction of the extended Berth No. 6, Berth No. 7, Berth No. 8 and Berth No. 9, and has obtained acceptance of the fire prevention and firefighting works from the Fire Prevention, Firefighting, Rescue and Salvage Police Division of Dong Nai Provincial Police under Documents No. 113/NT-PCCC dated November 13, 2025 and No. 23/NT-PCCC dated May 20, 2026; Certificates of Port Facility Security Compliance issued by the Vietnam Maritime and Inland Waterway Administration under No. ISPS/SoCPF/329/VN dated November 28, 2025 and No. ISPS/SoCPF/329/VN dated May 26, 2026; acceptance by the Authority for Construction Economics and Investment Management under Documents No. 4830/CQLXD-CCPN dated December 1, 2025, No. 1657/CQLXD-CCPN dated June 9, 2026 and No. 2588/KTQLXD-CCPN dated August 13, 2026; and announcements of the opening of the port berths issued by the Vietnam Maritime and Inland Waterway Administration under Decisions No. 2620/QD-CHHDTVN dated December 5, 2025 and No. 1400/QD-CHHDTVN dated June 18, 2026. Currently, the extended Berth No. 6, Berth No. 7 and Berth No. 8 are in operation and exploitation, while the remaining project components are under construction in accordance with applicable regulations, ensuring the investment schedule.

+ Phase 3:

Phase 3.1: The Project has obtained approval from the Vietnam Maritime and Inland Waterway Administration on the location and scale of the port berths under Document No. 3809/CHHDTVN-KCHT dated August 13, 2025; appraisal of the Feasibility Study Report by the Department of Construction of Dong Nai Province under Document No. 1822/SXD-QLHTKT dated February 13, 2026; verification of the Feasibility Study Report by the Institute of Marine Works Construction under Verification Report No. 17/2026/BCTT dated January 14, 2026; verification of the construction drawing design by the Institute of Marine Works Construction under Verification Report No. 78/2026/BCTT dated March 18, 2026; verification of the cost estimate by the Institute of Marine Works Construction under Verification Report No. 225/2026/BCTT dated June 30, 2026; appraisal of the fire prevention and firefighting design by the Fire Prevention, Firefighting, Rescue and Salvage Police Division of Dong Nai Province under Document No. 16/TD-PCCC dated May 14, 2026; appraisal of the construction drawing design by Minh Khai Ownership Company Limited under Appraisal Report No. 14/TĐTK/MKH-PAP dated July 1, 2026; and approval of the Maritime Safety Assurance Plan by Dong Nai Maritime Port Authority under Decision No. 215/QĐ-CVHHĐN dated July 13, 2026.

On the basis of the approvals of the competent authorities and in implementation of the resolutions of the General Meeting of Shareholders, the Board of Directors approved the Construction Drawing Design and cost estimate, the contractor selection plan, and the execution of contracts/transactions between the Company and internal persons, related persons of internal persons or related parties under Resolution No. 60/NQ-PAP, Resolution No. 61/NQ-PAP and Resolution No. 62/NQ-PAP dated July 3, 2026. The project components are currently under construction in accordance with applicable regulations, ensuring the investment schedule.

Phase 3.2: The Company is currently carrying out the procedures related to the investment in and construction of Phase 3.2 to meet market demand, ensure the synchronous completion of port infrastructure, enhance competitiveness, and improve the investment efficiency of the Project.

- Phuoc An Port Logistics Services Area Construction Investment Project (Logistics Project), covering an area of 220.4 hectares:

The Project has basically completed the technical infrastructure system in accordance with the approved planning, including site leveling, internal roads, power supply, water supply, drainage, fire prevention and firefighting, and other synchronized technical infrastructure works. The allocated/leased land has been put into use for its intended purposes, serving the port logistics service functions in accordance with the Project objectives specified in the Investment Registration Certificate. In parallel with infrastructure investment, the Company has actively attracted logistics enterprises and entered into contracts with a number of secondary investors and shipping lines to develop warehousing, container depot, freight forwarding and other logistics services directly supporting the operation of Phuoc An Port. Currently, the Project has put one completed container yard into operation, fully equipped with specialized vehicles, machinery and equipment for operation and exploitation, including container handlers, cargo handling equipment, internal transportation vehicles and other synchronized equipment, meeting the demand for receiving, storing and transshipping containerized cargo directly serving the operations of Phuoc An Port.

Based on the General Director's report, the Board of Directors discussed and agreed to approve the policy of not converting the function of the 220.4-hectare Phuoc An Port Logistics Services Area Construction Investment Project into an industrial park, and to implement the Project in accordance with the objectives specified in the Investment Registration Certificate under Resolution No. 65/NQ-PAP dated July 13, 2026.

- **Phuoc An Industrial Park Infrastructure Construction and Business Investment Project, covering an area of 330 hectares:** Based on the approvals of the competent authorities and in implementation of the resolutions of the General Meeting of Shareholders, the Board of Directors approved the Construction Drawing Design and cost estimate, the contractor selection plan, and the execution of contracts/transactions between the Company and internal persons, related persons of internal persons or related parties in relation to the Project under Resolution No. 12/NQ-PAP dated January 27, 2026, Resolution No. 21/NQ-PAP and Resolution No. 22/NQ-PAP dated February 5, 2026. To date, the Project has completed the construction of the centralized wastewater treatment plant of Phuoc An Industrial Park, and the Management Board of Industrial Parks and Economic Zones of Dong Nai City has accepted the acceptance results under Document No. 472/TB-KCNKKT dated July 24, 2026. The remaining project components are currently under construction in accordance with applicable regulations, ensuring the investment schedule.

2.5. Machinery and Equipment Procurement

- Phase 1: Completed the procurement, importation and commissioning of machinery and equipment, including 06 STS cranes, 15 RTG cranes, 16 internal terminal tractors, 16 internal trailers, 01 loaded container handler, 01 empty container handler, 04 weighbridges, 01 road sweeper, 07 electric passenger vehicles, 02 47-seat passenger buses, 02 2.5-ton electric forklifts, the port operation and management software system, handheld equipment for port operations (VMT devices, walkie-talkies, etc.), computer systems, and office IT equipment.

- Phase 2: Completed the procurement, importation and commissioning of 06 STS cranes, 10 RTG cranes, 50 internal electric terminal tractors, 50 internal trailers, 02 electric loaded container handlers, and 04 electric empty container handlers. Currently, the Company has placed orders for 05 STS cranes, 08 RTG cranes and 03 tugboats to serve the operation and exploitation of Phase 2. These equipment items are currently under manufacture and will be delivered according to schedule.

- Phase 3.1: Currently, the Company has placed orders for 02 STS cranes and 23 RTG cranes to serve the operation and exploitation of Phase 3. These equipment items are currently under manufacture and will be delivered according to schedule.

2.6. Completion of Legal Procedures for Operation and Exploitation

The Company has completed the relevant legal procedures for the operation and exploitation of Phase 1 and part of Phase 2 of the Phuoc An Port Project in accordance with applicable regulations, including dredging of the waters in front of the berths; issuance of a maritime notice regarding the vessel turning basin; the Oil Spill Response Plan; port security requirements; construction and fire prevention and firefighting acceptance; announcement of the opening of the seaport; and the environmental permit, among others. Currently, the Company is carrying out the legal procedures for the operation and exploitation of the remaining components of Phase 2, as well as the remaining phases, upon completion of their construction.

2.7. Planning of the Inland Waterway Terminal Behind the Port

Phuoc An Inland Waterway Terminal (located behind Phuoc An Port, adjacent to Ba Hao River) was incorporated into the Dong Nai Provincial Planning under Decision No. 586/QĐ-TTg dated July 3, 2024 of the Prime Minister approving the Dong Nai Provincial Planning for the 2021–2030 period, with a vision to 2050, and Decision No. 779/QĐ-UBND dated February 27, 2026 of the People's Committee of Dong Nai City approving the adjustment of the Dong Nai Provincial Planning for the 2021–2030 period, with a vision to 2050.

At the same time, under Decision No. 979/QĐ-BXD dated June 30, 2025 of the Ministry of Construction approving the Detailed Plan for the Development of Land and Water Areas of Dong Nai Seaport for the 2021–2030 period, with a vision to 2050, Phuoc An Inland Waterway Terminal has been planned as a port facility serving as a cargo collection and clearance terminal within the Phuoc An Port cluster, with a total length of 1,100 m and capable of handling vessels of up to 5,000 tons. The inland waterway route from the Go Gia–Dong Tranh River junction to Phuoc An Port has also been converted into a maritime route.

On this basis, PAP is currently carrying out the procedures for investment in and construction of the Phuoc An Port Cargo Collection and Clearance Terminal.

2.8. Business/Investment Cooperation

Currently, partners, customers, shipping lines and manufacturers have expressed interest in using the port's services and participating in investment cooperation in the Phuoc An Port, Logistics Services Area and Phuoc An Industrial Park projects. The Company will continue to promote investment cooperation, actively work with investors, manufacturers, transport service providers and shipping lines, and participate in major events organized by the People's Committees of Dong Nai Province, Ho Chi Minh City, etc., to introduce Phuoc An Port's services and seek opportunities for cooperation and use of the Port's services in the coming period.

2.9. Organizational Structure

The Company's organizational structure has been basically completed, ensuring the implementation and operation of the Projects. In the coming period, the Company will continue to strengthen and streamline its organizational structure to suit its operating conditions.

2.10. Performance Indicators for the 2021–2025 Period

As set out in Appendices 1, 2, 3 and 4 attached hereto.

3. Advantages and Difficulties in the Implementation of the Plan

The Phuoc An Port Project has been progressively completed and put into operation, while the Phuoc An Port Logistics Services Area and Phuoc An Industrial Park projects continue to be implemented, with support from shareholders, partners and credit institutions.

However, the Company also faces challenges due to substantial investment capital requirements, the large scale and complexity of the Projects, the need to carry out numerous legal procedures, adjust the Projects in line with planning and applicable laws, and the impacts of economic conditions, market developments and competitive pressures.

II. OVERALL ASSESSMENT OF THE IMPLEMENTATION OF THE OBJECTIVES AND TASKS OF THE 2021–2025 FIVE-YEAR PLAN

During the 2021–2025 period, the Company focused on implementing the Phuoc An Port Project, the Logistics Services Area and related components, while progressively completing investment and construction activities and relevant legal procedures. A number of objectives and tasks were implemented in accordance with the plan and adjusted to suit actual conditions. The Company completed the adjustment of the Project in line with the planning and relevant regulations, basically completed compensation and site clearance, and put Phuoc An Port into operation. At the same time, the Company promoted investment cooperation and attracted the interest and cooperation of numerous partners and customers, creating a foundation for the continued implementation of subsequent investment phases and improvement of the Company's operational efficiency.

However, the implementation of certain objectives and tasks did not meet the initial schedule, mainly due to the large investment scale and high capital requirements. Compensation, support and site clearance required considerable time, affecting the progress of site handover and project implementation. During the implementation process, certain matters required adjustments and updates to the planning and Project to suit actual conditions, while consultations and coordination with competent authorities were required for consideration, appraisal and approval, resulting in longer implementation periods than initially expected. In addition, investment, land, construction and other related procedures required considerable time to complete. Economic conditions, market developments and other objective factors also affected the progress of Project implementation.

III. LESSONS LEARNED

Based on the implementation of the 2021–2025 Plan, the Company has drawn the following key lessons:

1. Proactively review and update planning and legal matters and forecast factors that may affect the Project in order to develop appropriate plans and schedules.
2. Strengthen coordination with competent authorities and expedite compensation, support and site clearance activities.
3. Proactively balance and mobilize capital resources to ensure sufficient resources for project implementation according to schedule.
4. Strengthen cooperation with partners, customers and shipping lines, and align investment with market demand and operational efficiency.
5. Regularly monitor and assess progress and promptly adjust plans and solutions to suit actual conditions.

PART II: 2026–2030 FIVE-YEAR PLAN

I. CONTEXT FOR THE DEVELOPMENT OF THE 2026–2030 FIVE-YEAR PLAN

1. Domestic

Vietnam's economy is expected to continue its growth trajectory, with a focus on infrastructure development, promotion of import and export activities, logistics, and the seaport system. Regional transport connectivity, particularly in the Southeast region, is being progressively improved, creating favorable conditions for the development of seaports and logistics. However, capital requirements, legal procedures, site clearance, and market competition remain challenges for the Company.

2. Global

The global economy and trade continue to be affected by geopolitical developments, trade policies, and changes in supply chains. Trends toward digital transformation, green logistics, and improved port operational efficiency are becoming increasingly prominent, creating development opportunities while also requiring the Company to enhance its competitiveness and operational efficiency.

II. BASIS FOR THE DEVELOPMENT OF THE 2026–2030 FIVE-YEAR PLAN

The Company's 2026–2030 Five-Year Plan is developed on the basis of:

- Policies and orientations of the Party and the State, and relevant development plans,
- The Company's Charter on organization and operation, development strategy

and development orientations.

- The implementation results of the 2021–2025 Five-Year Plan and the actual progress of the Company's projects.

- The progress, capital requirements and implementation plans for the Phuoc An Port, Phuoc An Port Logistics Services Area and Phuoc An Industrial Park projects.

- Forecasts of economic conditions, the seaport and logistics markets, and other relevant domestic and international factors.

III. FORECAST FOR THE 2026–2030 PERIOD

During the 2026–2030 period, demand for maritime transportation, port services and logistics is expected to continue increasing alongside the development of import and export activities, manufacturing and investment, particularly in the Southeast region. Investment in regional transport connectivity infrastructure is being accelerated, creating favorable conditions for the development of Phuoc An Port and logistics services.

The Company has opportunities to leverage its advantages in terms of location, infrastructure and operational capacity, while expanding its customer base, partnerships and service offerings. However, competition in the seaport and logistics sectors is becoming increasingly intense, requiring the Company to enhance service quality, operational capacity and investment efficiency.

IV. OBJECTIVES OF THE 2026–2030 FIVE-YEAR PLAN

As of the time of preparation of the Plan, the Company has basically completed compensation and site clearance, entered into land lease agreements and obtained Certificates of Land Use Rights for the entire area of the Phuoc An Port Construction Investment Project; completed the construction investment of Phase 1 and Phase 2, and part of Phase 3.1; and is currently carrying out the investment procedures for Phase 3.2. At the same time, the Company is completing the procedures related to the operation and exploitation of the Port in accordance with the construction investment schedule and requirements of the competent authorities.

For the Phuoc An Industrial Park Project (330 hectares), the Company is carrying out construction activities in accordance with the approved schedule.

For the Phuoc An Port Logistics Services Area Construction Investment Project, the Company has basically completed compensation and site clearance, entered into land lease agreements and obtained Certificates of Land Use Rights; at the same time, it has basically completed site preparation and is ready to commence construction investment.

Based on actual conditions, resources, market conditions and investment opportunities from time to time, the Company expects to focus its resources and implement the following key tasks during the 2026–2030 period:

1. Complete compensation and site clearance, execute land lease agreements, obtain Certificates of Land Use Rights, and receive handover of all remaining areas of the Phuoc An Port Logistics Services Area Project (Logistics Project) and the Phuoc An Industrial Park Project (330 hectares). Organize the management and protection of the entire land area of the Projects, maintain the existing conditions, prevent re-encroachment, and ensure readiness for use in accordance with the plan.

2. Complete the construction investment and put all phases of the Phuoc An Port Construction Investment Project into operation and exploitation, meeting the cargo handling needs of customers in and outside the region, improving investment efficiency and enterprise value.

3. Complete the construction investment and put the Phuoc An Industrial Park Infrastructure Construction and Business Investment Project (330 hectares) into business

operation and exploitation; promote investment promotion activities and attract investors and partners to participate in investment and business activities in the Industrial Park to meet market demand.

4. Complete the construction investment and put the Phuoc An Port Logistics Services Area Project (Logistics Project) into business operation and exploitation; meet the demand for warehouses, factories and logistics services of investors and customers, while strengthening linkages and support among the Logistics Services Area, Phuoc An Port and Phuoc An Industrial Park.

5. Review and adjust the implementation schedule of the Phuoc An Port Construction Investment Project in line with the Master Plan for Development of Vietnam's Seaport System for the 2021–2030 period, with a vision to 2050, as approved by the competent authorities, and applicable regulations.

6. Conduct research, prepare for investment, and carry out the necessary procedures to implement the Phuoc An Port Cargo Collection and Clearance Terminal Project (Other Terminal), in accordance with the planning and applicable regulations.

7. Conduct research, prepare for investment, and carry out the necessary procedures to implement inland waterway terminal projects within Phuoc An Industrial Park, in accordance with the planning and applicable regulations.

8. Proactively carry out procedures for increasing charter capital to ensure counterpart funding for investment in the remaining phases of the Phuoc An Port Project, Phuoc An Industrial Park Project and Phuoc An Port Logistics Services Area Project.

9. Proactively mobilize funding sources, including short-term and long-term loans from organizations and individuals, to meet the investment and operational needs of the Projects for which the Company is the investor.

10. During the implementation of investment and construction activities and the mobilization of loan capital, in the event that the Company's equity does not satisfy the minimum equity ratio required for each project or financing plan, the Company will proactively implement measures to supplement equity, including increasing charter capital, raising additional equity and entering into investment cooperation arrangements on a phased basis, in order to ensure sufficient counterpart funding, meet the required equity ratio and maintain the implementation schedule of the projects.

11. Implement measures to secure financial obligations related to the Company's capital mobilization activities and loans; use, mortgage and pledge assets and future-formed assets to secure obligations in accordance with regulations.

12. Research and carry out procedures for the establishment and operation of subsidiaries and affiliated companies to effectively manage, operate and develop invested capital; gradually expand financial investment activities, capital contributions, and the acquisition of shares and contributed capital in enterprises, as well as investment in and development of projects in the fields of infrastructure, seaports, logistics, transportation services, marine vessel towing services, industrial parks and industrial real estate; improve capital utilization efficiency, increase enterprise value and shareholder benefits, and gradually establish a professional investment company model.

13. Promote cooperation and investment promotion activities and invite investors and partners to participate in investment and business activities at Phuoc An Port, Phuoc An Port Logistics Services Area and Phuoc An Industrial Park, for which the Company is the investor.

14. Performance indicators for the 2026–2030 period: As set out in Appendices 5, 6, 7, 8, 9 and 10 attached hereto.

V. IMPLEMENTATION SOLUTIONS

To accomplish the key tasks of the 2026–2030 Plan, the Company shall implement the following solutions:

1. Develop detailed annual implementation plans for key tasks; on that basis, formulate financial plans and proactively balance, utilize and mobilize funding sources to meet the requirements for implementing the proposed tasks.
2. Organize and communicate specific contents and tasks approved by the General Meeting of Shareholders under the resolutions of the General Meeting of Shareholders to relevant professional and functional departments for implementation.
3. Regularly inspect, supervise, urge and assess the progress of assigned tasks; promptly rectify and address difficulties and obstacles arising during implementation.
4. Proactively coordinate with and closely work with relevant ministries, sectors and competent authorities to promptly resolve difficulties and obstacles arising during the implementation of the Company's projects and tasks.
5. Strengthen investment cooperation and investment promotion activities and attract investors and partners to participate in investment and cooperate in the development of the Company's projects.

VI. RECOMMENDATIONS

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Company's 2026–2030 Five-Year Plan; and for authorization of the Board of Directors to consider, decide on and approve matters falling within the Plan's Objectives, including any adjustments and supplements arising during the implementation of the Plan, in accordance with actual conditions, applicable laws and the Company's Charter.

The above constitutes the 2026–2030 Five-Year Plan of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company.

Respectfully submitted.

Recipients:

- Board of Directors for reporting
- Archived: Office Administration, Finance & Accounting, Project Management

GENERAL DIRECTOR

Truong Hoang Hai



THỰC HIỆN CÁC CHỈ TIÊU CHỦ YẾU GIAI ĐOẠN 2021-2025 CÔNG TY CỔ PHẦN ĐẦU KHÍ ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

TT	Chỉ tiêu	Đơn vị tính	Tổng cộng thực hiện 2016- 2020	Kế hoạch 5 năm 2021- 2025 (TD phê duyệt)	Thực hiện năm						Tổng cộng thực hiện 2021- 2025	Ghi chú
					2020	2021	2022	2023	2024	2025		
A	B	C	I		2	3	4	5	6	7	8= 2+...+7	9
I	Các chỉ tiêu khối lượng											
II	Các chỉ tiêu tài chính											
1	Tổng tài sản	Tỷ đồng	1.276,47		1.276,47	1.593,23	3.166,00	4.436,83	7.120,91	11.195,93	11.195,93	
2	Vốn chủ sở hữu	Tỷ đồng	1.110,52		1.110,52	1.520,45	2.096,18	2.089,28	2.455,81	1.951,11	1.951,11	
	Trong đó: Vốn điều lệ	Tỷ đồng	1.100,00		1.100,00	1.500,00	2.000,00	2.000,00	2.320,00	2.320,00	2.320,00	
	- Tỷ lệ tham gia của Tập đoàn	%	0,32		31,8%	23,3%	17,50%	17,50%	15,09%	15,09%	15,09%	
3	Hệ số nợ vốn chủ sở hữu	lần	0,15		0,15	0,05	0,51	1,12	1,90	4,74	4,74	
4	Hệ số nợ vốn điều lệ	lần	0,15		0,15	0,05	0,53	1,17	2,01	3,98	3,98	
5	Tổng doanh thu	Tỷ đồng	128,15		30,63	0,32	5,09	0,00	17,20	342,50	365,11	
5.1	Doanh thu trực tiếp của Công ty mẹ	Tỷ đồng	128,15		30,63	0,32	5,09	0,00	17,20	342,50	365,11	
5.2	Doanh thu từ các công ty thành viên	Tỷ đồng	-		-	-	-	-	-	-	-	
	-Từ các Cty TNHH, chi nhánh	Tỷ đồng	-		-	-	-	-	-	-	-	
	-Từ các Cty CP có vốn góp của do Cty mẹ và Cty mẹ có quyền chi phối	Tỷ đồng	-		-	-	-	-	-	-	-	
	-Từ các Cty LDK, Cty CP có vốn góp của do Cty mẹ và Cty mẹ không quyền chi phối	Tỷ đồng	-		-	-	-	-	-	-	-	
6	Nợ phải trả (của công ty mẹ 6=6.1+6.2)	Tỷ đồng	165,94		165,94	72,79	1.069,83	2.347,56	4.665,10	9.244,82	9.244,82	
6.1	Nợ ngắn hạn	Tỷ đồng	165,94		165,94	72,79	1.069,83	1.199,62	547,32	4.119,00	4.119,00	
6.2	Nợ dài hạn	Tỷ đồng	0		0	0	0,00	1.147,94	4.118	5.125,82	5.125,82	

TT	Chi tiêu	Đơn vị tính	Tổng cộng thực hiện 2016- 2020	Kế hoạch 5 năm 2021- 2025 (TD phê duyệt)	Thực hiện năm						Tổng cộng thực hiện 2021- 2025	Ghi chú
					2020	2021	2022	2023	2024	2025		
A	B	C	I		2	3	4	5	6	7	8= 2+...+7	9
7	Tổng chi phí	Tỷ đồng	96,79		16,70	2,34	9,36	6,80	34,50	847,19	900,18	
7.1	Chi phí vốn	Tỷ đồng	0,26		0,00	0,00	0,00	0,00	19,94	346,27	366,21	
7.2	Chi phí quản lý Tổng công ty	Tỷ đồng	94,33		16,67	1,84	6,75	6,74	6,04	44,71	66,09	
7.3	Chi phí bán hàng	Tỷ đồng	0		-	-	-	-	0,06	21	21,27	
7.4	Chi phí tài chính	Tỷ đồng	2,16		0	0	0	0	8,08	278	286,41	
7.5	Chi phí khác	Tỷ đồng	0,04		0,03	0,50	2,60	0,05	0,385	156,68	160,22	
8	Lãi (lỗ)	Tỷ đồng	31,37		13,94	-2,02	-4,27	-6,80	-17,30	-504,69	-535,07	
9	Xử lý tài chính											
9.1	Lợi nhuận trước thuế	Tỷ đồng	31,37		13,94	-2,02	-4,268	-6,80	-17,30	-504,69	-535,07	
9.2	Thuế thu nhập doanh nghiệp	Tỷ đồng	-		-	-	-	-	-	-	-	
9.3	Lợi nhuận sau thuế	Tỷ đồng	31,4		13,94	-2,02	-4,27	-6,80	-17,30	-504,69	-535,07	
9.4	Trích các quỹ	Tỷ đồng	-		-	-	-	-	-	-	-	
9.5	Chia cổ tức cho Tập đoàn	Tỷ đồng	-		-	-	-	-	-	-	-	
9.6	Tỷ lệ chia cổ tức (%)	%	-		-	-	-	-	-	-	-	
9.7	Tỷ suất lợi nhuận trước thuế/Vốn điều lệ	%	-		-	-	-	-	-	-	-	
III	Chỉ tiêu đầu tư											
1	Giá trị thực hiện đầu tư	Tỷ đồng			985,22	764,60	1.935,15	3.500,50	573,80	2.134,00	6.774,05	
	Trong đó: - Đầu tư XDCB và MSTTB	Tỷ đồng	1.217,4		985,22	764,60	1.935,15	3.500,50	573,80	2.134,00	6.774,05	
	- Đầu tư tài chính	Tỷ đồng	-		-	-	-	-	-	-	-	
2	Giá trị giải ngân	Tỷ đồng	989,0		985,22	764,60	1.935,15	3.500,50	573,80	2.134,00	6.774,05	
	Trong đó:											
	- Vốn Tập đoàn cấp	Tỷ đồng	-		-	-	-	-	-	-	-	
	- Vốn chủ sở hữu của đơn vị	Tỷ đồng	988,99		985,22	764,60	589,23	1.014,42	573,80	434,24	2.942,05	
	- Vốn vay + khác	Tỷ đồng	-		-	-	1.345,92	2.486,08	-	1.699,76	3.832,00	

TT	Chỉ tiêu	Đơn vị tính	Tổng cộng thực hiện 2016- 2020	Kế hoạch 5 năm 2021- 2025 (TĐ phê duyệt)	Thực hiện năm						Tổng cộng thực hiện 2021- 2025	Ghi chú
					2020	2021	2022	2023	2024	2025		
A	B	C	I		2	3	4	5	6	7	8= 2+...+7	9
IV	Các chỉ tiêu khác											
1	Lao động và thu nhập											
1.1	Hợp nhất:											
	- Số lao động cuối kỳ	Người	17		17	19	21	29	244	487	487	
	- Số lao động bình quân trong kỳ	Người	17		17	19	21	29	244	487	487	
	- Thu nhập bình quân người lao động	Trđ/ng tháng	19		19,00	19,20	20,50	21,50	23,50	25,00	25	
	- Năng suất lao động bình quân (theo doanh thu/ theo sản lượng)	Trđ/ng/tháng; m ² , tấn/ng/tháng	150.157		150.157	1.404	20.194	0	5.873	58.607	58.607	
2	Thực hiện đào tạo	Lượt người	-		-	-	-	-	-	-	-	
3	Kinh phí thực hiện đào tạo	Tỷ đồng	-		-	-	-	-	-	-	-	
4	Nghiên cứu khoa học	Đề tài	-		-	-	-	-	-	-	-	
5	Kinh phí nghiên cứu khoa học	Tỷ đồng	-		-	-	-	-	-	-	-	

THỰC HIỆN ĐẦU TƯ XÂY DỰNG CƠ BẢN VÀ MUA SẴM TRANG THIẾT BỊ THEO NĂM GIAI ĐOẠN 2021- 2025 CÔNG TY CỔ PHẦN DẦU KHÍ DẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

Đem vị tính: Tự động

[illegible]

TT	Năm/Tên dự án	Địa điểm xây dựng	Sáng lập / Công suất	Thời gian		Kế hoạch năm				Giá trị thực hiện				Giá trị giải ngân				Đánh giá tiến độ thực hiện dự án so với kế hoạch đề ra
				Khởi công	Hoàn thành	Tổng số	Trong đó			Tổng số	Trong đó			Tổng số	Trong đó			
							Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác	
A	B	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
III	Năm 2023					3.500,5	-	1.014,4	2.486,1	3.500,5	-	1.014,4	2.486,1	3.500,5	-	1.014,4	2.486,1	
I	Dự án nhóm A																	
1.1	Dự án Cảng Phước An	Xã Phước An, TP. Đồng Nai	Theo giải trình nhân dân tự được cấp	2022	2030	3.090,5	-	604,4	2.486,1	3.090,5	-	604,4	2.486,1	3.090,5	-	604,4	2.486,1	
	Phần kỳ 1			2022	2026	3.090,5	-	604,4	2.486,1	3.090,5	-	604,4	2.486,1	3.090,5	-	604,4	2.486,1	
	Phần kỳ 2			2025	2027	-	-	-	-	-	-	-	-	-	-	-	-	
	Phần kỳ 3			2026	2030	-	-	-	-	-	-	-	-	-	-	-	-	
1.2	Dự án Khu Công nghiệp Phước An		Theo giải trình nhân dân tự được cấp	2026	2028	210	-	210	-	210	-	210	-	210	-	210	-	
1.3	Dự án Khu Logistic Phước An		Theo giải trình nhân dân tự được cấp	2026	2028	200	-	200	-	200	-	200	-	200	-	200	-	
IV	Năm 2024					573,8	0	573,8	0	573,8	0	573,8	0	573,8	0	573,8	0	
I	Dự án nhóm A																	
1.1	Dự án Cảng Phước An	Xã Phước An, TP. Đồng Nai	Theo giải trình nhân dân tự được cấp	2022	2030	504,8	-	504,8	-	504,8	-	504,8	-	504,8	-	504,8	-	
	Phần kỳ 1			2022	2026	487,5	-	487,5	-	487,5	-	487,5	-	487,5	-	487,5	-	
	Phần kỳ 2			2025	2027	17,3	-	17,3	-	17,3	-	17,3	-	17,3	-	17,3	-	
	Phần kỳ 3			2026	2030	-	-	-	-	-	-	-	-	-	-	-	-	
1.2	Dự án Khu Công nghiệp Phước An		Theo giải trình nhân dân tự được cấp	2026	2028	43	-	43	-	43	-	43	-	43	-	43	-	
1.3	Dự án Khu Logistic Phước An			2026	2028	26	-	26	-	26	-	26	-	26	-	26	-	
V	Kế hoạch năm 2025					2.134,0	-	434,2	1.699,8	-	-	434,2	1.699,8	-	-	434,2	1.699,8	
I	Dự án nhóm A																	
1.1	Dự án Cảng Phước An	Xã Phước An, TP. Đồng Nai	Theo giải trình nhân dân tự được cấp	2022	2030	2.134,0	-	434,2	1.699,8	-	-	434,2	1.699,8	-	-	434,2	1.699,8	
	Phần kỳ 1			2022	2026	0	0	0	0	0	0	0	0	0	0	0	0	
	Phần kỳ 2			2025	2027	2.124,7	-	424,9	1.699,8	-	-	424,9	1.699,8	-	-	424,9	1.699,8	
	Phần kỳ 3			2026	2030	9,3	-	9,3	-	-	-	9,3	-	-	-	9,3	-	
1.2	Dự án Khu Công nghiệp Phước An		Theo giải trình nhân dân tự được cấp	2026	2028	-	-	-	-	-	-	-	-	-	-	-	-	
1.3	Dự án Khu Logistic Phước An		Theo giải trình nhân dân tự được cấp	2026	2028	-	-	-	-	-	-	-	-	-	-	-	-	

THỰC HIỆN CÁC DỰ ÁN ĐẦU TƯ GIAI ĐOẠN 2021- 2025 CỦA CÔNG TY CỔ PHẦN ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

Đơn vị tính: Tỷ đồng

TT	Năm/Tên dự án	Địa điểm xây dựng	Năng lực / Công suất	Thời gian		Kế hoạch 2021-2025				Thực hiện 2021-2025				Ước thực hiện từ khởi công đến 31/12/2025				Đánh giá tiến độ thực hiện dự án so với kế hoạch đề ra
				Khởi công	Hoàn thành	Tổng số	Trong đó			Tổng số	Trong đó			Tổng số	Trong đó			
							Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác	
A	B	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
	TỔNG SỐ																	
I	Nhóm A																	
I	Dự án chuyển tiếp																	
1.1	Dự án Cảng Phước An		Theo giải trình nhân dân địa phương được cấp															
	Phần kỳ 1	Xã Phước An, TP Đồng Nai		2022	2026	5.294,0	-	1.462,0	3.832,0	5.294,0	-	1.462,0	3.832,0	5.294,0	-	1.462,0	3.832,0	
	Phần kỳ 2			2025	2027	2.142,0	-	442,2	1.699,8	2.142,0	-	442,2	1.699,8	2.142,0	-	442,2	1.699,8	
	Phần kỳ 3			2026	2030	9,3	-	9,3	-	9,3	-	9,3	-	9,3	-	9,3	-	
1.2	Dự án Khu Công nghiệp Phước An 330ha	Xã Phước An, TP Đồng Nai	Theo giải trình nhân dân địa phương được cấp	2026	2028	1.011,0	-	1.011,0	-	1.011,0	-	1.011,0	-	1.011,0	-	1.011,0	-	
1.3	Dự án Khu Logistic Phước An 220,4ha	Xã Phước An, TP Đồng Nai	Theo giải trình nhân dân địa phương được cấp	2026	2028	451,0	-	451,0	-	451,0	-	451,0	-	451,0	-	451,0	-	

THỰC HIỆN BÀI TẬP TRÌNH NÂNG LÊN ĐOẠN 200.000 CỦA CÔNG TY CỔ PHẦN BẢO KHÊ BÀI TẬP KINH THỰC CẤP PHÒNG AN

[illegible]

CÁC CHỈ TIÊU KẾ HOẠCH GIAI ĐOẠN 2026 - 2030 CỦA CÔNG TY CỔ PHẦN ĐẦU KHÍ ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

TT	Chỉ tiêu	Đơn vị tính	Thực hiện giai đoạn 2021- 2025	Kế hoạch năm					Tổng cộng kế hoạch 2026- 2030	Tăng trưởng bình quân giai đoạn 2026- 2030 (%)	Ghi chú
				2026	2027	2028	2029	2030			
A	B	C	1	2	3	4	5	6	7= 2+...+6	8	9
I	Các chỉ tiêu khối lượng										
II	Các chỉ tiêu tài chính										
1	Tổng tài sản	Tỷ đồng	11.196	16.022	23.861	26.333	28.545	25.479	25.479		
2	Vốn chủ sở hữu	Tỷ đồng	1.951	3.120	5.407	4.183	2.735	1.413	1.413		
	Trong đó: Vốn điều lệ	Tỷ đồng	2.320	3.570	6.770	6.770	6.770	6.770	6.770		
	- Tỷ lệ tham gia của Tập đoàn	%	15,1%	9,80%	-	-	-	-	-		
3	Hệ số nợ/ vốn chủ sở hữu	lần	4,74	4,14	3,41	5,29	9,44	17,03	17,03		
4	Hệ số nợ/ vốn điều lệ	lần	3,98	3,61	2,73	3,27	3,81	3,55	3,55		
5	Tổng doanh thu	Tỷ đồng	365	1.067	1.192	1.335	1.496	1.876	6.965		
5.1	Doanh thu trực tiếp của Công ty mẹ	Tỷ đồng	365	1.067	1.192	1.335	1.496	1.876	6.965		
5.2	Doanh thu từ các công ty thành viên	Tỷ đồng	-	-	-	-	-	-	-		
6	Nợ phải trả (của công ty mẹ 6=6.1+6.2)	Tỷ đồng	9.245	12.902	18.454	22.150	25.810	24.066	24.066		
6.1	Nợ ngắn hạn	Tỷ đồng	4.119	3.150	3.100	3.000	3.000	3.000	3.000		
6.2	Nợ dài hạn	Tỷ đồng	5.126	9.752	15.354	19.150	22.810	21.066	21.066		
7	Tổng chi phí	Tỷ đồng	9.245	1.591	2.104	2.559	2.944	3.198	12.396		
7.1	Chi phí vốn	Tỷ đồng	4.119	768	810	854	912	1.107	4.452		
7.2	Chi phí quản lý Tổng công ty	Tỷ đồng	5.126	107	101	100	102	116	526		
7.3	Chi phí bán hàng, lãi vay	Tỷ đồng	900	716	1.193	1.604	1.930	1.974	7.418		
7.4	Chi phí....	Tỷ đồng	366	-	-	-	-	-	-		
8	Lãi (lỗ)	Tỷ đồng	66	(524)	(913)	(1.224)	(1.448)	(1.322)	(5.431)		
9	Nữ lý tài chính		21						-		
9.1	Lợi nhuận trước thuế	Tỷ đồng	286	(524)	(913)	(1.224)	(1.448)	(1.322)	(5.431)		
9.2	Thuế thu nhập doanh nghiệp	Tỷ đồng	160	-	-	-	-	-	-		
9.3	Lợi nhuận sau thuế	Tỷ đồng	(535)	(524)	(913)	(1.224)	(1.448)	(1.322)	(5.431)		
9.4	Trích các quỹ	Tỷ đồng	-	-	-	-	-	-	-		

TT	Chi tiêu	Đơn vị tính	Thực hiện giai đoạn 2021- 2025	Kế hoạch năm					Tổng cộng kế hoạch 2026- 2030	Tăng trưởng bình quân giai đoạn 2026- 2030 (%)	Ghi chú
				2026	2027	2028	2029	2030			
A	B	C	I	2	3	4	5	6	7= 2+...+6	8	9
9.5	Chia cổ tức cho Tập đoàn	Tỷ đồng	-	-	-	-	-	-	-	-	
9.6	Tỷ lệ chia cổ tức (%)	%	-	-	-	-	-	-	-	-	
9.7	Tỷ suất lợi nhuận trước thuế/Vốn điều lệ	%	-23,06%	-14,69%	-13,48%	-18,08%	-21,40%	-19,52%	-80,22%	-	
III	Chi tiêu đầu tư		-								
1	Giá trị thực hiện đầu tư	Tỷ đồng	8.908	8.579	6.604	5.672	5.269	-	26.124		
	Trong đó: - Đầu tư XD CB và MSTTB	Tỷ đồng	8.908	8.579	6.604	5.672	5.269	-	26.124		
	- Đầu tư tái chính	Tỷ đồng	-								
2	Giá trị giải ngân	Tỷ đồng	8.908	8.579	6.604	5.672	5.269	-	26.124		
	Trong đó:		8.908	8.579	6.604	5.672	5.269	-	26.124		
	- Vốn chủ sở hữu của đơn vị	Tỷ đồng	2.942	1.216	1.067	889	1.054	-	4.225		
	- Vốn vay + khác	Tỷ đồng	5.966	7.363	5.537	4.783	4.215	-	21.899		
IV	Các chỉ tiêu khác										
1	Lao động và thu nhập										
	- Số lao động cuối kỳ	Người	487	650	750	850	1.050	1.200	1.200		
	- Số lao động bình quân trong kỳ	Người	487	650	750	850	1.050	1.200	1.200		
	- Thu nhập bình quân người lao động	Trđ/ng tháng (trung bình, m ³ , tấn/ng/thán)	25	26	28	30	32	35	35,00		
	- Năng suất lao động bình quân (theo doanh thu/ theo sản lượng)		58.607	-	-	-	-	-	-		
2	Thực hiện đào tạo	Lượt người	-	-	-	-	-	-	-		
3	Kinh phí thực hiện đào tạo	Tỷ đồng	-	-	-	-	-	-	-		
4	Nghiên cứu khoa học	Đề tài	-	-	-	-	-	-	-		
5	Kinh phí nghiên cứu khoa học	Tỷ đồng	-	-	-	-	-	-	-		

Đơn vị tính: Tỷ đồng

STT	Tên dự án	Địa điểm xây dựng	Mạng lưới điện kế	Thời gian		Tổng mức đầu tư	Giá thực hiện đầu tư 2012/2025	Kế hoạch 5 năm 2025-2030 giá trị thực hiện đầu tư																								Chỉ số
				Khởi công	Hoàn thành			Năm 2025			Năm 2027			Năm 2028			Năm 2029			Năm 2030			Tổng cộng 5 năm 2025-2030									
								Tổng số	Vốn chủ sở hữu		Vốn vay + khác	Tổng số	Vốn chủ sở hữu		Vốn vay + khác	Tổng số	Vốn chủ sở hữu		Vốn vay + khác	Tổng số	Vốn chủ sở hữu		Vốn vay + khác	Tổng số	Vốn chủ sở hữu		Vốn vay + khác					
									Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị			Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị			Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị			Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị			Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị		Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị	Vốn Tập đoàn cấp	Vốn Chủ sở hữu của đơn vị	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29				
1	Cầu đường đầu tư xây dựng	Xã Phước An, TP. Vũng Tàu	Thị trấn Phước An	2022	2028	34.911,5	8.989,3	8.579,8	-	1.215,8	7.363,2	6.683,9	-	1.664,7	5.537,2	5.672,2	-	989,2	4.761,8	8.389,8	-	1.875,8	6.215,1	-	-	-	-	26.124	-	6.229	31.899	
1.1	Dự án Cầu Phước An	Xã Phước An, TP. Vũng Tàu	Thị trấn Phước An	2022	2028	18.391,9	7.445,3	6.879,8	-	1.215,8	4.983,2	5.203,3	-	1.664,7	4.264,6	4.498,9	-	989,2	3.466,8	8.389,8	-	1.875,8	6.215,1	-	-	-	-	21.127	-	6.229	26.912	
	Thước 1	SC	SA	2023	2029	2.294,8	2.294,8	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Thước 1	SC	SA	2023	2027	8.944,3	2.142,9	4.279,0	-	879,0	7.423,2	1.899,3	-	176,7	5.524,5	-	-	-	-	-	-	-	-	-	-	-	-	-	6.177	-	1.294	4.938
	Thước 1	SC	SA	2024	2028	14.473,12	5,3	1.888,0	-	965,9	1.440,0	7.443,0	-	688,0	2.152,0	8.438	-	989,2	1.566,8	5.200,0	-	1.075,8	4.225,2	-	-	-	-	-	14.955	-	2.000	11.964
1.2	Dự án Khu Công nghiệp Phước An (I&II)	Xã Phước An, TP. Vũng Tàu	Thị trấn Phước An	2025	2028	1.355,68	1.311	2.389	-	-	2.389	84,48	-	-	40,48	-	-	-	-	-	-	-	-	-	-	-	-	-	2.344	-	-	2.344
1.3	Dự án Khu Công nghiệp Phước An (III&IV)	Xã Phước An, TP. Vũng Tàu	Thị trấn Phước An	2029	2029	2.939,98	412	0	-	-	1.226,28	-	-	1.109,28	1.226	-	-	1.126,28	-	-	-	-	-	-	-	-	-	-	1.412	-	-	1.412

KẾ HOẠCH ĐẦU TƯ XÂY DỰNG CƠ BẢN VÀ MUA SẴM TRANG THIẾT BỊ THEO NĂM GIAI ĐOẠN 2026 - 2030 CỦA CÔNG TY CỔ PHẦN ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

Đơn vị tính: Tỷ đồng

TT	Năm/Tên dự án	Địa điểm xây dựng	Năng lực / Công suất	Thời gian		Tổng mức đầu tư dự toán được duyệt							Giá trị thực hiện			Giá trị giải ngân			Ghi chú		
						Khởi công	Hoàn thành	Số quyết định	Ngày, tháng được duyệt	Cơ quan được duyệt	Tổng mức đầu tư			Tổng số	Trong đó			Tổng số		Trong đó	
				Tổng số	Trong đó						Tổng số	Trong đó									
					Vốn chủ sở hữu							Vốn vay + khác	Vốn chủ sở hữu		Vốn vay + khác	Vốn chủ sở hữu	Vốn vay + khác				
A	B	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
I	Năm 2026																				
I	Dự án nhóm A								8,579	-	1,216	7,363	8,579	-	1,216	7,363	8,579	-	1,216	7,363	
I.1	Dự án Cảng Phước An	Xã Phước An, TP Đồng Nai	Thao giã chứng nhận đầu tư được cấp	2022	2030				6,079	-	1,216	4,863	6,079	-	1,216	4,863	6,079	-	1,216	4,863	
	Phần 1	NT	NT	2022	2026	107/NQ- PAP và 55/NQ- PAP	11/09/2022 28/06/2024	Đại hội đồng cổ đông	-	-	-	-	0	-	-	0	-	-	-	-	
	Phần 2	NT	NT	2025	2027	23/NQ- PAP và 96/NQ- PAP	24/05/2023 30/10/2025	Hội đồng quản trị	4,279	-	856	3,423	4,279	-	856	3,423	4,279	-	856	3,423	
	Phần 3	NT	NT	2026	2030	60/NQ- PAP	05/07/2026	Hội đồng quản trị	1,800	-	360	1,440	1,800	-	360	1,440	1,800	-	360	1,440	
I.2	Dự án Khu Công nghiệp Phước An	Xã Phước An, TP Đồng Nai	Thao giã chứng nhận đầu tư được cấp	2026	2028	85/NQ- PAP và 12/NQ- PAP	24/09/2023 27/01/2026	Hội đồng quản trị	2,500	-	-	2,500	2,500	-	-	2,500	2,500	-	-	2,500	
I.3	Dự án Khu Logistic Phước An	Xã Phước An, TP Đồng Nai	Thao giã chứng nhận đầu tư được cấp	2026	2028				-	-	-	-	0	-	-	0	-	-	-	-	
II	Năm 2027	NT	NT	NT	NT	NT	NT	NT	-												
I	Dự án nhóm A								6,064	-	1,067	5,537	6,063,9	-	1,067	6,837	6,063,9	-	1,067	5,537	
I.1	Dự án Cảng Phước An								5,303	-	1,067	4,267	5,333,3	-	1,067	4,267	5,333,3	-	1,067	4,267	
	Phần 1								-	-	-	-	0	-	-	0	-	-	-	-	
	Phần 2								1,803	-	379	1,513	1,803,2	-	379	1,513	1,803,2	-	379	1,513	
	Phần 3								2,440	-	688	2,752	2,440	-	688	2,752	2,440	-	688	2,752	
I.2	Dự án Khu Công nghiệp Phước An								44	-	-	44	44,4	-	-	44	44,4	-	-	44	
I.3	Dự án Khu Logistic Phước An								1,216	-	-	1,226	1,226,2	-	-	1,226	1,226,2	-	-	1,226	
III	Năm 2028	NT	NT	NT	NT	NT	NT	NT													
I	Dự án nhóm A								5,672	-	889	4,783	5,672,2	-	889	6,763	5,672,2	-	889	4,783	
I.1	Dự án Cảng Phước An								4,446	-	889	3,557	4,446	-	889	3,557	4,446	-	889	3,557	
	Phần 1								-	-	-	-	0	-	-	0	-	-	-	-	
	Phần 2								-	-	-	-	0	-	-	0	-	-	-	-	
	Phần 3								0,446	-	889	3,557	4,446	-	889	3,557	4,446	-	889	3,557	

TT	Năm/Tên dự án	Địa điểm xây dựng	Năng lực / Công suất	Thời gian		Tổng mức đầu tư/toàn được duyệt							Giá trị thực hiện				Giá trị giải ngân			Ghi chú
				Khởi công	Hoàn thành	Số quyết định	Ngày, tháng duyệt	Cơ quan duyệt	Tổng mức đầu tư			Tổng số	Trong đó			Tổng số	Trong đó			
									Vốn chủ sở hữu				Vốn chủ sở hữu				Vốn chủ sở hữu			
										Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu	
A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	
1.2	Dự án Khu Công nghiệp Phước An								-	-	-	-	0	-	-	-	0	-	-	-
1.3	Dự án Khu Logistic Phước An								1.226	-	-	1.226	1226,2	-	-	1.226	1226,2	-	-	1.226
IV	Năm 2029	NT	NT	NT	NT	NT	NT	NT												
I	Dự án nhóm A								5.269	-	1.054	4.215	5269	-	1.054	4.215	5269	-	1.054	4.215
1.1	Dự án Cảng Phước An								5.269	-	1.054	4.215	5269	-	1.054	4.215	5269	-	1.054	4.215
	Phần 1/1								-	-	-	-	0	-	-	-	0	-	-	-
	Phần 1/2								-	-	-	-	0	-	-	-	0	-	-	-
	Phần 1/3								5.269	-	1.054	4.215	5269	-	1.054	4.215	5269	-	1.054	4.215
1.2	Dự án Khu Công nghiệp Phước An								-	-	-	-	0	-	-	-	0	-	-	-
1.3	Dự án Khu Logistic Phước An								-	-	-	-	0	-	-	-	0	-	-	-
V	Năm 2030	NT	NT	NT	NT	NT	NT	NT	-				0	-	-	-	0	-	-	-
I	Dự án nhóm A								-	-	-	-	0	-	-	-	0	-	-	-
1.1	Dự án Cảng Phước An								-	-	-	-	0	-	-	-	0	-	-	-
	Phần 1/1								-	-	-	-	0	-	-	-	0	-	-	-
	Phần 1/2								-	-	-	-	0	-	-	-	0	-	-	-
	Phần 1/3								-	-	-	-	0	-	-	-	0	-	-	-
1.2	Dự án Khu Công nghiệp Phước An								-	-	-	-	0	-	-	-	0	-	-	-
1.3	Dự án Khu Logistic Phước An								-	-	-	-	0	-	-	-	0	-	-	-

Đơn vị tính: Tỷ đồng

TT	Tên dự án	Năm 2026				Năm 2027				Năm 2028				Năm 2029				Năm 2030				Tổng K/H 5 năm 2026- 2030				Ghi chú
		Tổng số	Trong đó			Tổng số	Trong đó			Tổng số	Trong đó			Tổng số	Trong đó			Tổng số	Trong đó			Tổng số	Trong đó			
			Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác		Vốn Tập đoàn cấp	Vốn chủ sở hữu của đơn vị	Vốn vay + khác	
A	B	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25
A	Các Dự án DTND																									
1	Dự án chuyển tiếp	8.579	-	1.216	7.363	6.694	-	1.867	5.537	5.672	-	889	4.783	5.269	-	1.054	4.215	-	-	-	-	26.124	-	4.225	21.899	
1.1	Dự án Cảng Phước An	6.079	-	1.216	4.863	5.333	-	1.867	4.267	4.446	-	889	3.557	5.269	-	1.054	4.215	-	-	-	-	21.127	-	4.225	16.902	
	Phân kỳ 1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Phân kỳ 2	4.279	-	856	3.423	1.893	-	379	1.515	-	-	-	-	-	-	-	-	-	-	-	-	6.172	-	1.234	4.938	
	Phân kỳ 3	1.800	-	360	1.440	1.440	-	688	2.752	4.446	-	889	3.557	5.269	-	1.054	4.215	-	-	-	-	14.955	-	2.991	11.964	
1.2	Dự án Khu Công nghiệp Phước An	2.500	-	-	2.500	44	-	-	44	-	-	-	-	-	-	-	-	-	-	-	-	2.544	-	-	2.544	
1.3	Dự án Khu Logistic Phước An	-	-	-	-	1.226	-	-	1.226	1.226	-	-	1.226	-	-	-	-	-	-	-	-	2.492	-	-	2.492	

KẾ HOẠCH VỐN CHỦ SỞ HỮU GIAI ĐOẠN 2026 - 2030 CỦA CÔNG TY CỔ PHẦN ĐẦU KHÍ ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

Đơn vị: Tỷ đồng

TT	Nội dung	Vốn chủ sở hữu	Vốn Điều lệ	Chênh lệch tỷ giá hối đoái	Quỹ Đầu tư phát triển	Quỹ dự phòng tài chính	Quỹ khác thuộc Vốn chủ sở hữu	Lợi nhuận sau thuế chưa phân phối	Ghi chú
1	Ước tại ngày 31/12/2025	1.951	2.320	-	-	-	-	(505)	
2	Ước tại ngày 31/12/2026	3.120	3.570	-	-	-	-	(524)	
	- Ước tăng trong năm		1.250	-	-	-	-	-	
	- Ước giảm trong năm	(524)	-	-	-	-	-	-	
3	Ước tại ngày 31/12/2027	5.407	6.770	-	-	-	-	(913)	
	- Ước tăng trong năm		3.200	-	-	-	-	-	
	- Ước giảm trong năm	(913)	-	-	-	-	-	-	
4	Ước tại ngày 31/12/2028	4.183	6.770	-	-	-	-	(1.224)	
	- Ước tăng trong năm		0	-	-	-	-	-	
	- Ước giảm trong năm	(1.224)	-	-	-	-	-	-	

5	Ước tại ngày 31/12/2029	2.735	6.770	-	-	-	-	(1.448)	
	- Ước tăng trong năm		0	-	-	-	-	-	
	- Ước giảm trong năm	(1.448)	-	-	-	-	-	-	
6	Ước tại ngày 31/12/2030	1.413	6.770	-	-	-	-	(1.322)	
	- Ước tăng trong năm			-	-	-	-	-	
	- Ước giảm trong năm	(1.322)	-	-	-	-	-	-	

Ghi chú: Trong quá trình triển khai đầu tư, xây dựng và huy động vốn vay, trường hợp vốn chủ sở hữu của Công ty không đảm bảo tỷ lệ vốn chủ sở hữu tối thiểu theo yêu cầu của từng dự án hoặc phương án huy động vốn, Công ty sẽ chủ động thực hiện các giải pháp bổ sung vốn chủ sở hữu, bao gồm tăng vốn điều lệ, huy động bổ sung vốn chủ sở hữu và hợp tác đầu tư theo từng giai đoạn, nhằm đảm bảo nguồn vốn đối ứng và đáp ứng yêu cầu về tỷ lệ vốn chủ sở hữu, bảo đảm tiến độ triển khai các dự án.

STT	Hạng mục	Hạng mục chi tiết	Thời gian		Đơn vị tính	Giá trị các chỉ số (đồng)				Giá trị các chỉ số (đồng)																				Tổng giá thành (đồng)				Ghi chú																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
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trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị	Đơn vị tính	Giá trị



PROPOSAL

Re: Approval of the Investment Policy for Phase 3.2 – Phuoc An Port Investment and Construction Project

Dear: General Meeting of the Company's Shareholders

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

Pursuant to the Charter of Phuoc An Petroleum Investment and Exploitation Port Joint Stock Company;

Pursuant to Resolution No. 098/NQ-PAP dated March 8, 2011 of Phuoc An Petroleum Investment and Exploitation Port Joint Stock Company approving the Investment and Construction Project for the works of "Phuoc An Port, the road connecting to Phuoc An Port and the port logistics service area";

Pursuant to Resolution No. 218/NQ-PAP dated November 25, 2021 of the General Meeting of Shareholders of Phuoc An Petroleum Investment and Exploitation Port Joint Stock Company approving the investment policy for adjustment of the Phuoc An Port and Port Logistics Service Area (Logistics) Project;

Pursuant to the actual implementation status of the Project and the Company's investment needs;

The Board of Directors of Phuoc An Petroleum Investment and Exploitation Port Joint Stock Company (the "Company") respectfully submits to the General Meeting of Shareholders for consideration and approval of the investment policy for Phase 3.2 – Phuoc An Port Investment and Construction Project ("Phase 3.2"), specifically as follows:

I. Implementation Status

The Phuoc An Port Investment and Construction Project (the "Project") is being implemented by the Company in investment phases in accordance with the approved planning, implementation schedule, operational requirements, and the Company's capacity to mobilize resources.

Based on the implementation status of the investment phases and the need to develop port operations, logistics activities, and related services, the Company has implemented and is continuing to implement various phases of the Phuoc An Port Investment and Construction Project, with a view to developing the necessary facilities, gradually enhancing the Project's operational capacity, and maximizing the Project's efficiency.

Pursuant to the Resolution of the General Meeting of Shareholders on the implementation and approval of procedures related to the investment and construction of Phase 3 – Phuoc An Port Investment and Construction Project, with the aim of completing the berth layout, ensuring conformity with the approved master plan, and meeting cargo demand within and outside the region, the Board of Directors has approved the total investment amount, cost estimates, contractor selection plan, internal contracts, and related persons in respect of the contract packages under Phase 3.1 in accordance with applicable regulations. Currently, Phase 3.1 is under construction in accordance with the approved schedule.

During the preparation for the implementation of Phase 3.2 – Phuoc An Port Investment and Construction Project, the Company determined that certain specialized and purpose-specific machinery and equipment required for the Project must be primarily



imported from overseas. Such equipment requires advance ordering and payment to manufacturers in foreign currencies and the opening of Letters of Credit (L/Cs), while the minimum manufacturing and delivery lead time is approximately 12 months from the date of order and payment. In addition, the procurement and importation of such equipment are subject to fluctuations in foreign exchange rates and the time required to complete payment, importation, and transportation procedures.

Therefore, in order to proactively mobilize resources, ensure the equipment supply schedule, and shorten the implementation period of Phase 3.2, the Company proactively placed orders for certain specialized machinery and equipment for the Project using bank loan proceeds. Advance procurement was necessary to avoid having to wait until all procedures for approval of the total investment amount had been completed before placing orders, which could otherwise prolong the equipment supply lead time and adversely affect the schedule for implementation, completion, and commencement of operations of Phase 3.2.

The machinery and equipment already ordered have been reviewed by the Company and determined to be consistent with the usage requirements, functions, and investment scope of Phase 3.2. The value of the procured machinery and equipment and related costs is consolidated based on contracts, invoices, supporting documents, and actual incurred amounts, serving as a basis for updating the equipment cost item in the total investment amount of Phase 3.2 of the Project and recording such amounts as part of the work already performed.

The proactive procurement of the aforementioned machinery and equipment is intended to ensure the equipment supply schedule, mitigate risks arising from foreign exchange fluctuations and the time required to complete relevant procedures, while not changing the objectives, scale, or investment scope of Phase 3.2.

Currently, the Company is carrying out the relevant procedures for the investment and construction of Phase 3.2, with the expected scale as follows:

- Area: 45 hectares;
- Quay length: 985 m;
- Quay width: 48 m;
- Estimated total investment amount: VND 5.982,5 billion.

II. Proposed Matters

Based on the implementation status of the Project and the anticipated demand for port services in the coming period, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the investment policy for Phase 3.2 – Phuoc An Port Investment and Construction Project, with the following details:

1. Approval of the investment policy for Phase 3.2 – Phuoc An Port Investment and Construction Project, specifically:

- Investment project name: Phase 3.2 – Phuoc An Port Investment and Construction Project;
- Investment objectives: To enhance port handling capacity, develop logistics activities and related services, in line with the approved planning and the Company's development orientation;
- Investment location: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City;
- Scale: Area of 45 hectares; quay length of 985 m; quay width of 48 m;
- Estimated total investment amount: VND 5.982,5 billion;
- Sources of investment capital:

- + The Company's equity;
- + Loans from banks, credit institutions, and financial institutions;
- + Capital raised through other lawful forms of capital mobilization;
- + Other lawful sources of capital;
- Expected implementation period: 2026 - 2027.

The scale, total investment amount, and implementation period will be updated based on the design and cost estimates prepared, reviewed, appraised, and approved by the Board of Directors in accordance with applicable regulations.

2. Assigning and authorizing the Board of Directors to:

- Organize the preparation of construction drawing designs, cost estimates, contractor selection plans, and carry out procedures related to the investment and construction of Phase 3.2 – Phuoc An Port Investment and Construction Project in accordance with applicable regulations;

- Approve the construction drawing design and the official total investment amount based on the design and cost estimates prepared, reviewed, and appraised in accordance with applicable regulations; approve the contractor selection plan for Phase 3.2 – Phuoc An Port Investment and Construction Project;

- Carry out procedures for increasing the Company's charter capital and raising equity capital to ensure the required matching funds for the investment and construction of Phase 3.2 – Phuoc An Port Investment and Construction Project;

- Decide on capital mobilization plans, arrange and use funding sources for the implementation of Phase 3.2 – Phuoc An Port Investment and Construction Project, including equity, loans, credit facilities, and other lawful sources of capital; decide on borrowings, and enter into credit agreements, loan agreements, financing arrangements, and other related documents;

- Decide on security measures for the Company's financial obligations in connection with the mobilization of capital for the implementation of Phase 3.2 – Phuoc An Port Investment and Construction Project, including mortgages, pledges of assets, assets to be formed in the future, and other security measures in accordance with applicable laws;

- Approve contractor and supplier selection plans; negotiate, enter into, and perform contracts for the implementation of Phase 3.2 – Phuoc An Port Investment and Construction Project, and decide on other matters falling within the authority of the Board of Directors.

3. The Board of Directors shall be responsible for reporting to the General Meeting of Shareholders on the implementation status of Phase 3.2 – Phuoc An Port Investment and Construction Project at the next General Meeting of Shareholders.

Respectfully submitted.

Recipients:

- As above;
- PAP Website;
- File: Office, Board of Directors.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN 

 Nguyễn Thanh Dat



TỜ TRÌNH

V/v Điều chỉnh Dự án đầu tư xây dựng Cảng Phước An

Kính gửi: Đại hội đồng Cổ đông công ty

Căn cứ Luật đầu tư số 143/2025/QH15.

Căn cứ Nghị định số 96/2026/NĐ-CP ngày 31/03/2026 về quy định chi tiết và hướng dẫn thi hành một số điều của Luật Đầu tư.

Căn cứ Quyết định số 979/QĐ-BXD ngày 30/06/2025 của Bộ Xây dựng về phê duyệt quy hoạch chi tiết phát triển vùng đất, vùng nước cảng biển Đồng Nai thời kỳ 2021-2030, tầm nhìn đến năm 2050.

Căn cứ Văn bản kiến nghị của cổ đông về việc Điều chỉnh Dự án đầu tư xây dựng Cảng Phước An;

Căn cứ báo cáo của Tổng Giám đốc Công ty về Điều chỉnh Dự án đầu tư xây dựng Cảng Phước An tại văn bản số 1801/PAP-QLDA ngày 21/09/2026;

Căn cứ tình hình hoạt động thực tế và định hướng phát triển của Công ty.

Hội đồng quản trị Công ty Cổ phần Dầu khí Đầu tư Khai thác Cảng Phước An kính trình Đại hội đồng cổ đông xem xét, thông qua Điều chỉnh Dự án đầu tư xây dựng Cảng Phước An, cụ thể:

I. TÌNH HÌNH TRIỂN KHAI DỰ ÁN

1. Các thủ tục chuẩn bị đầu tư: Công ty đã hoàn thành công tác chuẩn bị đầu tư và thực hiện đầu tư dự án Dự án Đầu tư xây dựng Cảng Phước An được cơ quan có thẩm quyền phê duyệt: Quy hoạch chi tiết xây dựng; Báo cáo nghiên cứu khả thi; Hồ sơ đánh giá tác động môi trường; Thiết kế bản vẽ thi công; Giấy phép xây dựng; Phương án đảm bảo an hàng hải để phục vụ thi công xây dựng.

2. Bồi thường giải phóng mặt bằng, thuê đất: Công ty đã hoàn thành bồi thường được UBND tỉnh Đồng Nai giao đất, cho thuê đất và cấp giấy chứng nhận quyền sử dụng đất diện tích 157,3ha sẵn sàng cho việc đầu tư xây dựng các Phân kỳ của dự án

3. Triển khai thi công xây dựng

Trên cơ sở các thủ tục chuẩn bị đầu tư được cơ quan có thẩm quyền chấp thuận/ phê duyệt và hoàn thành công tác bồi thường giải phóng mặt bằng, Công ty đã triển khai thi công, xây dựng Dự án đầu tư xây dựng Cảng Phước An theo từng phân kỳ dự án phù hợp với quy hoạch, tiến độ thực hiện, nhu cầu khai thác và khả năng huy động nguồn lực của Công ty, cụ thể:

- **Phân kỳ 1:** Hoàn thành thi công xây dựng được các cơ quan có thẩm quyền nghiệm thu về xây dựng, cấp giấy phép môi trường, công bố mở cầu cảng, cấp chứng nhận đủ điều kiện kinh doanh khai thác cảng biển, cấp mã cảng. Hiện, đã đưa vào vận hành, khai thác ổn định tuân thủ theo quy định hiện hành.

- **Phân kỳ 2:** Dự án đã hoàn thành công tác xây dựng Cầu cảng số 6 nổi dài, Cầu cảng số 7, Cầu cảng số 8, Cầu cảng số 9 và được Phòng Cảnh sát phòng cháy, chữa cháy và cứu nạn, cứu hộ - Công an tỉnh Đồng Nai chấp thuận kết quả nghiệm thu về phòng cháy và chữa cháy tại văn bản số 113/NT-PCCC ngày 13/11/2025 và văn bản số 23/NT-PCCC ngày 20/05/2026; được Cục Hàng hải và Đường thủy Việt Nam cấp giấy chứng nhận phù hợp của cảng biển số ISPS/SoCPF/329/VN ngày 28/11/2025 và số ISPS/SoCPF/329/VN ngày 26/05/2026; được Cục Kinh tế - Quản lý đầu tư xây dựng nghiệm thu tại văn bản số 4830/CQLXD-CCPN ngày 01/12/2025, văn bản số 1657/CQLXD-CCPN ngày 09/06/2026 và văn bản số 2588/KTQLXD-CCPN ngày 13/08/2026; được Cục Hàng hải và Đường thủy Việt Nam công bố mở cầu cảng tại văn bản số 2620/QĐ-CHHĐTVN ngày 05/12/2025, văn bản số 1400/QĐ-CHHĐTVN ngày 18/6/2026 và văn bản số 2178/QĐ-CHHĐTVN ngày 27/8/2026. Hiện nay, cầu cảng số 6 nổi dài; cầu cảng số 7; cầu cảng số 8 và cầu cảng số 9 đang được vận hành khai thác, các hạng mục còn lại của dự án đang được triển khai thi công theo các quy định hiện hành, đảm bảo tiến độ đầu tư.

- **Phân kỳ 3:**

+ **Phân kỳ 3.1:** Dự án được Cục Hàng Hải và Đường thủy Việt Nam thỏa thuận vị trí, quy mô bến cảng tại văn bản số 3809/CHHĐTVN-KCHT ngày 13/8/2025; Sở xây dựng tỉnh Đồng Nai thẩm định Báo cáo nghiên cứu khả thi tại văn bản số 1822/SXD-QLHTKT ngày 13/2/2026; Viện Xây dựng Công trình biển thẩm tra Báo cáo nghiên cứu khả thi tại văn bản số 17/2026/BCTT ngày 14/01/2026; Viện Xây dựng Công trình biển thẩm tra thiết kế BVTC tại văn bản số 78/2026/BCTT ngày 18/03/2026; Viện Xây dựng Công trình biển thẩm tra dự toán tại văn bản 225/2026/BCTT ngày 30/06/2026; Phòng cảnh sát PCCC và CNCH tỉnh Đồng Nai thẩm duyệt thiết kế về phòng cháy và chữa cháy tại văn bản số 16/TĐ-PCCC ngày 14/05/2026; Công ty TNHH Sở hữu Minh Khai thẩm định thiết kế bản vẽ thi công tại báo cáo số 14/TĐTK/MKH-PAP ngày 01/07/2026; Cảng vụ Hàng Hải Đồng Nai phê duyệt phương án đảm bảo an toàn Hàng Hải tại Quyết định số 215/QĐ-CVHHĐN ngày 13/07/2026. Trên cơ sở chấp thuận của cơ quan thẩm quyền, thực hiện Nghị quyết của ĐHĐCĐ, Hội đồng quản trị đã Phê duyệt Hồ sơ Thiết kế bản vẽ thi công và dự toán, phê duyệt kế hoạch lựa chọn nhà thầu, phê duyệt thông qua việc ký kết các hợp đồng/ giao dịch giữa Công ty với Người nội bộ, người có liên quan của người nội bộ hoặc người có liên quan tại Nghị quyết số: 60/NQ - PAP, nghị quyết số 61/NQ - PAP và Nghị quyết 62/NQ - PAP ngày 03/07/2026. Hiện các hạng mục của dự án đang được triển khai thi công theo các quy định hiện hành, đảm bảo tiến độ đầu tư.

+ **Phân kỳ 3.2:** Công ty đang triển khai các thủ tục liên quan đến đầu tư, xây dựng Phân kỳ 3.2 để đáp ứng nhu cầu thị trường, hoàn thiện đồng bộ kết cấu hạ tầng cảng, nâng cao năng lực cạnh tranh và hiệu quả đầu tư dự án. Hiện nay, đơn vị tư vấn đã cơ bản hoàn thành lập dự toán và đang triển khai các thủ tục liên quan để đầu tư xây dựng Phân kỳ 3.2 với tổng mức đầu tư khoảng 5.982 tỷ đồng.

4. Mua sắm máy móc thiết bị:

- **Phân kỳ 1:** Hoàn thành mua sắm, nhập khẩu máy móc thiết bị và đưa vào sử dụng: 06 cầu STS, 15 cầu RTG, 16 xe đầu kéo nội bộ, 16 rơ moóc nội bộ, 01 xe nâng container hàng, 01 xe nâng container rỗng, 04 trạm cân, 01 xe quét đường, 07 xe điện chở khách, 02 xe khách 47 chỗ, 02 xe nâng điện 2,5 tấn, hệ thống phần mềm vận hành khai thác cảng, các thiết bị cầm tay phục vụ khai thác (máy VMT, bộ đàm, ...), hệ thống máy tính, thiết bị CNTT văn phòng.

- **Phân kỳ 2:** Hoàn thành mua sắm, nhập khẩu và đưa vào sử dụng: 06 cầu STS, 10 cầu RTG, 50 xe dầu kéo điện nội bộ, 50 rơ moóc nội bộ, 02 xe nâng container hàng điện, 04 xe nâng container rỗng điện. Hiện tại, Công ty đã đặt hàng 5 cầu STS, 8 cầu RTG, 03 tàu lai dắt để phục vụ khai thác Phân kỳ 2, số thiết bị này đang sản xuất và sẽ được bàn giao theo tiến độ.

- **Phân kỳ 3:** Hiện tại, Công ty đã đặt hàng 2 cầu STS, 23 cầu RTG để phục vụ khai thác Phân kỳ 3, số thiết bị này đang sản xuất và sẽ được bàn giao theo tiến độ.

5. Vận hành khai thác

Công ty đã hoàn thành các thủ tục pháp lý liên quan: Nạo vét khu nước trước bến; thông báo hàng hải vùng quay tàu; Kế hoạch ứng phó sự cố tràn dầu; An ninh cảng biển; nghiệm thu xây dựng và PCCC; công bố mở cảng biển; Giấy phép môi trường....Hiện tại, Phân kỳ 1 và một phần Phân kỳ 2 đã đưa vào vận hành khai thác ổn định. Công ty đang thực hiện các thủ tục pháp lý khai thác cho phần còn lại của Phân kỳ 2 và cũng như các phân kỳ còn lại sau khi hoàn thành xây dựng.

II. LÝ DO ĐỀ NGHỊ ĐIỀU CHỈNH DỰ ÁN

1. Theo quy hoạch chi tiết phát triển vùng đất, vùng nước cảng biển Đồng Nai thời kỳ 2021-2030, tầm nhìn đến năm 2050 được Bộ Xây dựng phê duyệt tại Quyết định số 979/QĐ-BXD ngày 30/6/2025, Cảng Phước An được quy hoạch bao gồm 9 bến với tổng chiều dài 2.830m. Trong đó, quy hoạch đến năm 2030 đưa vào khai thác bao gồm 6 bến với tổng chiều dài 1.880m. do đó việc điều chỉnh tiến độ thực hiện Dự án Cảng Phước An là cần thiết và phù hợp với quy hoạch, quy định tại điểm d khoản 4 Điều 33 Luật Đầu tư 2025.

2. Dự án đã được phê duyệt khá lâu, có sự trượt giá đặc biệt về chi phí xây dựng, chi phí thiết bị do chủ yếu phải nhập khẩu nên cơ cấu các chi phí không còn phù hợp, do đó cần cập nhật, điều chỉnh lại Tổng mức đầu tư của dự án.

III. NỘI DUNG ĐỀ NGHỊ ĐIỀU CHỈNH

Để thuận tiện trong việc quản lý, thực hiện đầu tư, cũng như phù hợp với các quy định quản lý hiện hành của Nhà nước, Căn cứ báo cáo của Tổng giám đốc, Hội đồng quản trị công ty kính trình Đại hội đồng cổ đông thông qua điều chỉnh Dự án đầu tư xây dựng cảng Phước An, với các nội dung như sau:

1. Tên dự án: Dự án đầu tư xây dựng cảng Phước An

2. Mục tiêu dự án: Đầu tư xây dựng cảng Phước An

3. Quy mô dự án: Đầu tư xây dựng cảng Phước An là cảng biển quốc tế, đầu mối trong khu vực, đón tàu có tải trọng đến 60.000 DWT, gồm 09 bến với tổng chiều dài 2.830 m.

Trong quá trình thiết kế, tính toán kết cấu bến đảm bảo đáp ứng khai thác tàu có tải trọng lớn hơn trong tương lai khi cảng được nâng cấp quy hoạch.

4. Địa điểm thực hiện dự án: xã Phước An, thành phố Đồng Nai.

5. Diện tích sử dụng đất khoảng: 164,4 ha.

6. Tổng mức đầu tư của dự án: 28.351.972.704.768 đồng, trong đó vốn góp thực hiện dự án là 4.252.795.905.715 đồng (chiếm 15% tổng mức đầu tư), được chia làm 3 phân kỳ đầu tư:

a. Phân kỳ 1 (từ năm 2017 - 2024): tổng vốn đầu tư là 5.294.552.252.000 đồng, trong đó vốn Chủ sở hữu 794.182.837.800 đồng.

b. Phân kỳ 2 (từ năm 2024 - 2027): tổng vốn đầu tư là 8.584.314.934.596 đồng, vốn chủ sở hữu 1.287.647.240.189 đồng, trong đó:

- Phân kỳ 2.1 là 7.539.439.122.099 đồng, vốn chủ sở hữu 1.130.915.868.315 đồng.

- Phân kỳ 2.2 là 1.044.875.812.497 đồng, vốn chủ sở hữu 156.731.371.875 đồng.

b. Phân kỳ 3 (từ năm 2025 - 2031): tổng vốn đầu tư là 14.473.105.518.172 đồng, vốn Chủ sở hữu là 2.170.965.827.726 đồng, trong đó:

- Phân kỳ 3.1 là 8.490.609.713.172 đồng, vốn chủ sở hữu 1.273.591.456.976 đồng.

- Phân kỳ 3.2 là 5.982.495.805.000 đồng, vốn chủ sở hữu 897.374.370.750 đồng.

7. Tiến độ thực hiện dự án: Từ năm 2017 - 2031, được đầu tư theo 3 phân kỳ:

a. Phân kỳ 1 (từ năm 2017 - 2024): Thực hiện xây dựng 02 bến container khai thác đồng thời hàng container và hàng tổng hợp, cầu nội bộ, bãi container, bãi hàng tổng hợp, đường nội bộ, nhà điều hành chính, trạm cấp điện, kho xưởng, các hệ thống cấp điện, cấp nước, thoát nước, xử lý nước thải, phòng cháy chữa cháy, thông tin liên lạc, cổng cảng, trạm cân, hàng rào và nhà vệ sinh.

b. Phân kỳ 2 (từ năm 2024 - 2027): Thực hiện xây 03 bến container, cầu nội bộ, bãi container, bãi hàng tổng hợp, bãi tập kết thiết bị, bãi đỗ xe, đường nội bộ, kho kín, xưởng sửa chữa, khu sửa chữa RTG, nhà điều hành phụ, nhà nghỉ công nhân, trạm hải quan, trạm cấp điện, trạm cấp nước, trạm cấp phát xăng dầu, trạm xử lý nước thải, khu vệ sinh container, trạm gom rác, nhà bảo vệ, cổng cảng, cây xanh.

c. Phân kỳ 3 (từ năm 2025 - 2031): Thực hiện xây 02 bến container, 02 bến hàng tổng hợp, cầu nội bộ, bãi container, bãi hàng tổng hợp, xưởng sửa chữa, khu sửa chữa RTG, khu vực vệ sinh container, trạm hải quan, trạm cấp điện, trạm cấp nước, trạm cấp phát nhiên liệu, trạm gom rác, đường nội bộ, kho kín, cây xanh, hoàn thiện toàn bộ công trình.

Các nội dung điều kiện nhà đầu tư; thời gian hoạt động dự án tại Giấy chứng nhận đăng ký đầu tư số 7530322848 ngày 03/07/2024 do Sở Kế hoạch và Đầu tư tỉnh Đồng Nai cấp không thay đổi.

8. Hình thức quản lý dự án: Chủ đầu tư trực tiếp quản lý thực hiện dự án. Ban Quản lý dự án trực thuộc Công ty PAP thay mặt Chủ đầu tư quản lý công tác đầu tư xây dựng.

IV. KIẾN NGHỊ

Hội đồng Quản trị kính đề nghị Đại hội đồng cổ đông chấp thuận chủ trương Điều chỉnh Dự án Đầu tư xây dựng Cảng Phước An theo mục III của Tờ trình này và ủy quyền cho Hội đồng Quản trị tổ chức thực hiện, quyết định và phê duyệt các công việc, thủ tục cần thiết để triển khai Dự án Đầu tư xây dựng Cảng Phước An, bao gồm việc điều chỉnh Dự án, đầu tư các Phân kỳ còn lại và các nội dung có liên quan, trên cơ sở chủ trương được Đại hội đồng cổ đông chấp thuận tại Tờ trình này,

phù hợp với quy định của pháp luật và Điều lệ Công ty; báo cáo Đại hội đồng cổ đông tại cuộc họp gần nhất, bao gồm nhưng không giới hạn các nội dung sau:

1. Làm việc với các cơ quan nhà nước có thẩm quyền và thực hiện các thủ tục liên quan đến việc điều chỉnh Dự án Đầu tư xây dựng Cảng Phước An cho phù hợp với tình hình thực tế, quy hoạch và các quy định pháp luật có liên quan.

2. Quyết định, phê duyệt các nội dung điều chỉnh Dự án, bao gồm thay đổi, bổ sung mục tiêu đầu tư, phân chia các Phân kỳ, điều chỉnh tiến độ thực hiện, tổng vốn đầu tư và các nội dung khác có liên quan theo quy định.

3. Thực hiện các thủ tục điều chỉnh chủ trương đầu tư, điều chỉnh Dự án đầu tư trong trường hợp có thay đổi quy hoạch, tổng mức đầu tư hoặc các nội dung khác theo quy định của Nhà nước; quyết định, phê duyệt hoặc trình cấp có thẩm quyền phê duyệt theo quy định.

4. Tổ chức triển khai lập hồ sơ thiết kế, lập dự toán, lập kế hoạch lựa chọn nhà thầu và thực hiện các thủ tục có liên quan đến đầu tư xây dựng các Phân kỳ còn lại của Dự án Đầu tư xây dựng Cảng Phước An theo quy định.

5. Phê duyệt hồ sơ thiết kế, tổng mức đầu tư chính thức trên cơ sở thiết kế, dự toán được lập, thẩm tra, thẩm định theo quy định; phê duyệt kế hoạch lựa chọn nhà thầu và các nội dung thuộc thẩm quyền của Hội đồng Quản trị đối với các Phân kỳ còn lại của Dự án Đầu tư xây dựng Cảng Phước An.

6. Thực hiện các thủ tục tăng vốn điều lệ, huy động vốn chủ sở hữu và các nguồn vốn hợp pháp khác nhằm bảo đảm nguồn vốn đối ứng để triển khai đầu tư xây dựng các Phân kỳ còn lại của Dự án Đầu tư xây dựng Cảng Phước An.

7. Quyết định phương án huy động vốn, thu xếp và sử dụng nguồn vốn để thực hiện đầu tư xây dựng các Phân kỳ còn lại của Dự án, bao gồm vốn chủ sở hữu, vốn vay, hạn mức tín dụng và các nguồn vốn hợp pháp khác; quyết định việc vay vốn, ký kết hợp đồng tín dụng, hợp đồng vay, thỏa thuận tài trợ và các tài liệu có liên quan.

8. Quyết định các biện pháp bảo đảm cho nghĩa vụ tài chính của Công ty liên quan đến việc huy động vốn thực hiện các Phân kỳ còn lại của Dự án, bao gồm thế chấp, cầm cố tài sản, tài sản hình thành trong tương lai và các biện pháp bảo đảm khác theo quy định của pháp luật.

9. Lựa chọn nhà thầu, nhà cung cấp; đàm phán, ký kết và thực hiện các hợp đồng phục vụ triển khai các Phân kỳ còn lại của Dự án; quyết định các nội dung khác thuộc thẩm quyền của Hội đồng Quản trị trong quá trình triển khai thực hiện Dự án.

10. Quyết định các vấn đề liên quan đến hợp tác đầu tư, liên doanh, liên kết với các đối tác có năng lực và kinh nghiệm để triển khai toàn bộ hoặc từng phần Dự án Đầu tư xây dựng Cảng Phước An, phù hợp với quy định của pháp luật và bảo đảm hiệu quả đầu tư của Công ty.

11. Tổ chức kinh doanh, khai thác có hiệu quả Dự án Đầu tư xây dựng Cảng Phước An, trước mắt tập trung khai thác hiệu quả Phân kỳ 1 và các hạng mục đủ điều kiện đưa vào khai thác thuộc Phân kỳ 2, nhằm đáp ứng nhu cầu hàng hóa của khách hàng trong và ngoài khu vực, nâng cao hiệu quả đầu tư và mang lại lợi ích cho cổ đông.

12. Tổ chức triển khai, hoàn thành đầu tư xây dựng các Phân kỳ còn lại của Dự án theo đúng tiến độ, chất lượng, quy mô, hiệu quả đầu tư và các mục tiêu được phê duyệt.

13. Quyết định và thực hiện các công việc, thủ tục khác có liên quan hoặc phát sinh trong quá trình triển khai Dự án và các Phân kỳ còn lại, thuộc thẩm quyền của Hội đồng Quản trị, nhằm bảo đảm Dự án được triển khai đồng bộ, liên tục và hiệu quả, phù hợp với quy định của pháp luật, Điều lệ Công ty và chủ trương được Đại hội đồng cổ đông chấp thuận.

Hội đồng Quản trị chịu trách nhiệm trước Đại hội đồng cổ đông về việc thực hiện các nội dung được ủy quyền, báo cáo Đại hội đồng cổ đông tại cuộc họp gần nhất theo quy định.

Kính đề nghị Đại hội đồng cổ đông xem xét, chấp thuận làm cơ sở để Hội đồng Quản trị tổ chức triển khai thực hiện.

Trân trọng./.

Nơi nhận:

- Như trên;
- Website PAP;
- Lưu: VT, HĐQT.

THÀNH PHỐ HỒ CHÍ MINH
HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
CÔNG TY CỔ PHẦN
DẦU KHÍ ĐẦU TƯ
KHAI THÁC CẢNG
PHƯỚC AN
THÀNH PHỐ HỒ CHÍ MINH

Nguyễn Thành Đạt



PROPOSAL

Re: Amendment and supplementation of the Company Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors

Dear: General Meeting of the Company's Shareholders

Pursuant to the Law on Enterprises and its amendments, supplements and implementing guidelines;

Pursuant to the Law on Securities and its amendments, supplements and implementing guidelines;

Pursuant to the Charter on Organization and Operation of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company;

Pursuant to the Shareholder's Proposal regarding the adjustment of the number of members of the Company's Board of Directors;

Pursuant to the Company's actual operating conditions, organizational structure and development orientation;

The Board of Directors of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors in relation to the number of members of the Board of Directors, specifically as follows:

I. Reasons for the amendments and supplements

Under the current Charter on Organization and Operation of the Company, the Board of Directors consists of 07 (seven) members.

On August 4, 2026, the Company received a Shareholder's Proposal regarding the adjustment of the number of members of the Board of Directors, proposing to reduce the number of members of the Board of Directors from 07 (seven) members to 05 (five) members.

The adjustment of the number of members of the Board of Directors is intended to:

- Recognize and implement the lawful proposal of the shareholder/shareholder group, in line with the orientation of the Company's corporate governance structure;
- Streamline the governance structure and enhance the effectiveness and efficiency of the Board of Directors' operations;
- Shorten the time required for discussion, deliberation and decision-making, thereby improving the timeliness of corporate governance;
- Optimize governance costs and reduce remuneration and operating expenses associated with the governance structure, thereby contributing to the allocation of resources to the Company's production, business and investment activities;
- Ensure that the structure of the Board of Directors is appropriate to the Company's scale of operations, organizational structure and development orientation in the coming period.

Based on the shareholders' proposal and the Company's actual operating conditions, the Board of Directors considers that reducing the number of members of the

Board of Directors from seven (07) to five (05) is appropriate, contributing to a more streamlined organizational structure and enhancing the efficiency of the Company's governance.

Accordingly, the relevant provisions of the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors shall be reviewed, updated and amended accordingly. At the same time, the relevant applicable laws and regulations, including Decrees, Circulars and guiding documents, shall be reviewed and updated to ensure consistency, coherence and compliance with applicable laws and regulations.

II. Amendments and supplements

1. Amendments and Supplements to the Company's Charter: *In accordance with the Summary Table of Amendments and Supplements and the attached draft Company's Charter.*

2. Amendments and Supplements to the Internal Regulations on Corporate Governance: *In accordance with the Summary Table of Amendments and Supplements and the attached draft Internal Regulations on Corporate Governance.*

3. Amendments and Supplements to the Regulations on the Operation of the Board of Directors: *In accordance with the Summary Table of Amendments and Supplements and the attached draft Regulations on the Operation of the Board of Directors.*

III. Effectiveness

The amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors shall take effect from the date on which the Resolution of the General Meeting of Shareholders is adopted, unless otherwise provided in such Resolution.

IV. Recommendations

1. To approve the reduction in the number of members of the board of directors from 07 (seven) members to 05 (five) members as proposed by the shareholder.

2. To approve the draft charter of the company attached to this proposal.

3. To approve the draft internal regulations on corporate governance attached to this proposal.

4. To approve the draft regulations on the operation of the board of directors attached to this proposal.

The board of directors respectfully submits the above matters to the general meeting of shareholders for consideration and approval by voting.

Respectfully submitted.

Recipients:

- As above;
- PAP Website;
- File: Office, Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Nguyễn Thanh Dat

**SUMMARY OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE CHARTER AND REGULATIONS
OF PHUOC AN PETROLEUM INVESTMENT AND PORT EXPLOITATION JOINT STOCK COMPANY**
(Attached to Proposal No. 78/TT-PAP dated September 3, 2026)

No.	Document and Article	Current Provisions	Proposed Amendments and Supplements	Reasons for Amendments
1	Company's Charter			
1	Definition and interpretation of the Company's Charter	"Enterprise Law" means Enterprise Law No. 40/2020/QH14 dated June 17, 2020, promulgated by the National Assembly of the Socialist Republic of Vietnam; "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019, promulgated by the National Assembly of the Socialist Republic of Vietnam.	Enterprise Law" means Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing regulations; "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing regulations.	Updated to conform to the current applicable laws.
2	Points 2 and 3 of Article 1 of the Company's Charter	a. "Executive officers of the enterprise" means the General Director, Deputy General Director, Chief Accountant and other executive officers as prescribed in the Company's Charter; b. "Managers of the enterprise" means managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as prescribed in the Company's Charter.	a. "Executive officers of the enterprise" means the General Director, Deputy General Director(s) and Chief Accountant; b. "Managers of the enterprise" means managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as prescribed in the Company's Charter.	To conform to Articles 37 and 34 of the Company's Charter
3	Clause 2, Article 2 of the Company's Charter	1. The registered head office of the Company is: - Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai Province.	1. The registered head office of the Company is: - Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City	Updated address in accordance with the administrative boundaries
4	Point d, Clause 1, Article 25 of the Company's Charter	d. Other managerial positions (including a position on the Board of Directors of another company).	d. Other managerial positions (including positions on the Board of Directors or Members' Council of another company)	To conform to Decree No. 245/2025/NĐ-CP
5	Clause 2, Article 25 of the Company's Charter	2. Shareholders holding ordinary shares have the right to cumulate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total number of ordinary shares may nominate a maximum of one (01) candidate; holding from 20% to less than 30% may nominate a maximum of two (02) candidates; holding from 30% to less than 40% may nominate a maximum of three (03) candidates; holding from 40% to less than 50% may nominate a maximum of four (04) candidates; and holding 50% or more may nominate a maximum of five (05) candidates.	2. Shareholders or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to aggregate the voting rights of each shareholder to nominate candidates for election to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total number of ordinary shares may nominate a maximum of one (01) candidate; holding from 20% to less than 30% may nominate a maximum of two (02) candidates; holding from 30% to less than 40% may nominate a maximum of three (03) candidates; holding from 40% to less than 50% may nominate a maximum of four (04) candidates; and holding 50% or more may nominate a maximum of five (05) candidates.	To conform to the five-member Board of Directors structure and the nomination rights of major shareholders holding more than 50% of the shares.
6	Clauses 1 and 3, Article 26 of the Company's Charter	1. The number of members of the Board of Directors is seven (07). 3. The structure of the Board of Directors is as follows: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.	1. The number of members of the Board of Directors is five (05). 3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of a public company must comply with the following requirements, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors: a. At least one (01) non-executive member is required where the Board of Directors has between three (03) and five (05) members; b. At least two (02) non-executive members are required where the Board of Directors has between six (06) and eight (08) members; c. At least three (03) non-executive members are required where the Board of Directors has between nine (09) and eleven (11) members.	Change in the number of members, to conform to Clause 39, Article 1 of Decree No. 245/2025/NĐ-CP
7	Article 58 of the Company's Charter	1. This Charter consists of 21 Chapters and 58 Articles, adopted on March 18, 2026, with the entire Charter being approved for implementation. 2. The Charter is made in ten (10) copies of equal validity, of which: a. One (01) copy is submitted to the local State Notary Office; b. Five (05) copies are registered with the competent authorities in accordance with the regulations of the People's Committee of Dong Nai City; c. Four (04) copies are kept at the Company's head office; 3. This Charter is the sole and official Charter of the Company; 4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairperson of the Board of Directors or two (02) members of the Board of Directors.	1. This Charter consists of 21 (twenty-one) Chapters and 58 (fifty-eight) Articles, adopted by the General Meeting of Shareholders of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company on 2026 and approved in its entirety by the General Meeting of Shareholders. 2. This Charter shall take effect from the date of its approval by the General Meeting of Shareholders and shall replace in its entirety the Company's previous Charter adopted by the General Meeting of Shareholders, including all amendments and supplements thereto. 3. This Charter is the sole and official Charter of the Company. 4. Copies and extracts of the Company's Charter shall be valid for use when certified by the Company's legal representative or the Chairperson of the Board of Directors within their respective authority. 5. This Charter shall be prepared and kept at the Company's head office and disclosed and provided in accordance with applicable laws.	To conform to the actual operations of the Company.

No.	Document and Article	Current Provisions	Proposed Amendments and Supplements	Backs and Reasons for Amendments
II Internal Regulations on Corporate Governance				
1	Clause 2, Article 8 of the Internal Regulations on Corporate Governance	2. The Company shall carry out procedures for preparing the list of shareholders with VND in accordance with the Regulations on the Exercise of Shareholders' Rights issued by VND.	2. The Company shall carry out procedures for preparing the list of shareholders with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Regulations on the Exercise of Shareholders' Rights issued by VSDC.	To please the name from VSDC to VSDC.
2	Article 26 of the Internal Regulations on Corporate Governance	The number of members of the Board of Directors is seven (07). The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.	The number of members of the Board of Directors is five (05). The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.	To conform to the Company's Charter.
3	Clause 1, Article 27 of the Internal Regulations on Corporate Governance	1. Structure of the Board of Directors: The number of non-executive members of the Board of Directors must be at least one-third (1/3) of the total number of members of the Board of Directors. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.	1. Structure of the Board of Directors: The structure of the Board of Directors of a public company must comply with the following requirements, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors: a. At least one (01) non-executive member is required where the Board of Directors has between three (03) and five (05) members; b. At least two (02) non-executive members are required where the Board of Directors has between six (06) and eight (08) members; c. At least three (03) non-executive members are required where the Board of Directors has between nine (09) and eleven (11) members; In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.	To conform to Clause 79, Article 1 of Decree No. 245/2025 ND-CP and the Company's Charter.
III Regulations on the Operation of the Board of Directors				
1	Article 5 of the Regulations on the Operation of the Board of Directors	1. The Board of Directors consists of seven (07) members. 2. The term of office of a member of the Board of Directors shall not exceed five (05) years, and such member may be re-elected for an unlimited number of terms. 3. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.	1. The number of members of the Board of Directors is five (05). 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties. 3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of a public company must comply with the following requirements, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors: a. At least one (01) non-executive member is required where the Board of Directors has between three (03) and five (05) members; b. At least two (02) non-executive members are required where the Board of Directors has between six (06) and eight (08) members; c. At least three (03) non-executive members are required where the Board of Directors has between nine (09) and eleven (11) members.	To conform to Clause 79, Article 1 of Decree No. 245/2025 ND-CP and the Company's Charter.
2	Point a, Clause 1, Article 9 of the Regulations on the Operation of the Board of Directors	4. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders. Shareholders holding ordinary shares have the right to cumulate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 40%, a maximum of two (02) candidates; and 40% or more, a maximum of three (03) candidates.	4. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to cumulate the voting rights of each shareholder to nominate candidates for the Board of Directors. A shareholder or group of shareholders owning from 10% to less than 20% of the total ordinary shares may nominate a maximum of one (01) candidate; from 20% to less than 30%, a maximum of two (02) candidates; from 30% to less than 40%, a maximum of three (03) candidates; from 40% to less than 50%, a maximum of four (04) candidates; and 50% or more, a maximum of five (05) candidates.	To conform to the five-member Board of Directors structure and the nomination rights of major shareholders holding more than 50% of the shares.





SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT CHARTER
PHUOC AN PETROLEUM INVESTMENT AND PORT EXPLOITATION
JOINT STOCK COMPANY

Dong Nai, September __, 2026

PREAMBLE

This Charter of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company is adopted pursuant to Resolution No. ____/NQ-PAP dated ____ September 2026 of the Extraordinary General Meeting of Shareholders.

I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

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

a. "Charter Capital" means the total par value of shares sold or subscribed for upon establishment of the joint stock company and as provided in Article 6 of this Charter;

b. "Voting Capital" means the share capital in respect of which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;

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

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

dd. "Vietnam" means the Socialist Republic of Vietnam;

e. "Date of Establishment" means the date on which the Company was first issued with the Enterprise Registration Certificate;

g. "Executive Officers" means the General Director, Deputy General Directors, Chief Accountant and other executive officers as provided for in the Company's Charter;

h. "Managers of the enterprise" means managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as prescribed in the Company's Charter

i. "Related Person" means an individual or organization as specified in Clause 46, Article 4 of the Law on Securities;

k. "Major Shareholder" means a shareholder as specified in Clause 18, Article 4 of the Law on Securities;

l. "Operating Term" means the operating term of the Company as provided in Clause 5, Article 2 of this Charter;

m. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or other legal document shall include any amendments thereto or any legal document replacing such provision or document.

3. The headings of Chapters and Articles of this Charter are included for convenience of reference only and shall not affect the interpretation or contents of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices and Operating Term of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN DẦU KHÍ ĐẦU TƯ KHAI THÁC CẢNG PHƯỚC AN

- English name: PETROVIETNAM PHUOC AN PORT INVESTMENT & OPERATION JOINT STOCK COMPANY

- Trading name: PHUOC AN PORT
- Abbreviated name: PAP
- 2. The Company is a joint stock company having legal personality in accordance with the applicable laws of Vietnam.
- 3. The registered head office of the Company is:
 - Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City, Vietnam.
 - Telephone: 0251 3685588; 19005168;
 - Email: info@phuocanport.com
 - Website: <https://phuocanport.com>
- 4. The Company may establish branches and representative offices within its business areas to carry out the Company's operational objectives in accordance with decisions of the Board of Directors and to the extent permitted by law.
- 5. Unless the Company's operation is terminated prior to the expiry of its term in accordance with Clause 2, Article 54, the Company's operating term shall commence from the Date of Establishment and shall be indefinite.

Article 3. Legal Representatives of the Company

1. The Chairperson of the Board of Directors and the General Director shall be the legal representatives of the Company.
2. The rights and obligations of the legal representatives shall be exercised in accordance with the Law on Enterprises, the Civil Code and other applicable laws and regulations.

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

Article 4. Business Objectives of the Company

1. Business lines of the Company:
 - Investment in, operation and exploitation of seaports and logistics services; real estate business; investment in, construction and business of infrastructure of industrial parks, residential areas and urban areas, housing services for workers, and other related services in accordance with the law.
 - Electricity generation, VSIC code 3511 (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants of particularly important socio-economic significance).
 - Electricity transmission and distribution, VSIC code 3512 (excluding national power system transmission and dispatch, management of electricity distribution grids, multi-purpose hydropower and nuclear power of particularly important socio-economic significance).
 - Construction of power works, VSIC code 4221 (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants of particularly important socio-economic significance).
2. Objectives of the Company's operations:
 - a. To maximize profits;
 - b. To continuously enhance the interests of the Shareholders;
 - c. To create employment opportunities, improve the income and well-being of employees;
 - d. To develop and expand the Company;

- e. To contribute to the State budget.

Article 5. Scope of Business and Operations of the Company

The Company may conduct business activities in the business lines specified in this Charter, which have been registered with, and for which changes to the registered business contents have been notified to, the business registration authority and publicly disclosed on the National Business Registration Portal. In the event that the Company conducts business lines subject to conditional investment and business requirements, the Company shall fully satisfy the applicable business conditions in accordance with the Law on Investment and relevant specialized law.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Charter Capital of the Company as at the date of adoption of this Charter is VND 3,570,000,000,000 (Three trillion five hundred and seventy billion Vietnamese Dong). The total Charter Capital of the Company is divided into 357,000,000 (Three hundred and fifty-seven million) shares, each having a par value of VND 10,000 (Ten thousand Vietnamese Dong) per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As at the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each type of shares are provided in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership ratios of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not subscribe for in full shall be determined by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares previously issued by the Company in accordance with the methods provided in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

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

2. A share is a type of security certifying the lawful rights and interests of its holder with respect to a portion of the equity capital of the issuing organization. A share certificate must contain all information required under Clause 1, Article 121 of the Law on Enterprises.

3. Within sixty (60) days from the date on which the Company receives a complete application for the transfer of ownership of shares in accordance with the Company's regulations, or within sixty (60) days (or another period as stipulated in the relevant issuance terms) from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing the share certificate.

4. In the event that a share certificate is lost, destroyed or otherwise damaged, the shareholder may request the Company to reissue the share certificate. The shareholder's request must contain the following information:

a. Information concerning the lost, damaged or otherwise destroyed share certificate;

b. An undertaking to assume responsibility for any disputes arising from the issuance of the new share certificate.

Article 8. Other Securities Certificates

Certificates of bonds or other securities issued by the Company shall bear the signature of the legal representative of the Company and the Company's seal.

Article 9. Transfer of Shares

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

2. Shares that have not been fully paid for may not be transferred and shall not be entitled to the related rights, including the right to receive dividends, the right to receive shares issued to increase share capital from the Company's equity, the right to purchase newly offered shares, and other rights as provided by law.

Article 10. Redemption of Shares

1. Where a shareholder fails to fully and timely pay the amount payable for the purchase of shares, the Board of Directors shall issue a notice and shall have the right to require such shareholder to pay the outstanding amount together with interest thereon and any costs incurred by the Company as a result of such failure to make full payment.

2. The payment notice referred to above must specify a new payment deadline, which shall be at least seven (07) days from the date of dispatch of the notice, and the place of payment. The notice must also specify that, if payment is not made as required, the unpaid shares shall be recovered.

3. The Board of Directors shall have the right to recover shares that have not been fully and timely paid for if the requirements specified in the above notice are not complied with.

4. Recovered shares shall be deemed to be shares available for offering as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or redistribute such shares, or authorize another party to do so, on such terms and in such manner as the Board of Directors considers appropriate.

5. A shareholder holding recovered shares shall cease to be a shareholder with respect to such shares, but shall remain liable for payment of all amounts relating thereto and interest accrued at a rate not exceeding 150% of the prevailing lending interest rate for loans of the same term offered by the best-rated bank in Vietnam at the time of recovery, as determined by the Board of Directors, from the date of recovery until the date of payment. The Board of Directors shall have full discretion to enforce payment of the entire value of the shares at the time of recovery.

6. The notice of recovery shall be sent to the holder of the recovered shares prior to the date of recovery. The recovery shall remain valid even in the event of any error or negligence in the delivery of such notice.

V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organizational, Governance and Control Structure

The organizational, governance and control structure of the Company comprises:

1. General Meeting of Shareholders;

2. Board of Directors;
3. Board of Supervisors;
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise their voting rights directly at meetings of the General Meeting of Shareholders or through an authorized representative or by other methods as provided for in the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

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

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

d. To have priority in subscribing for new shares in proportion to each shareholder's ownership ratio of ordinary shares in the Company;

e. To inspect, access and extract information concerning their names and contact addresses in the list of shareholders entitled to vote, and to request correction of inaccurate information concerning themselves;

f. To inspect, access, extract or photocopy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. In the event that the Company is dissolved or declared bankrupt, to receive a portion of the remaining assets in proportion to their shareholding ratio in the Company;

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

i. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits on its holder. Where the Company has preference share classes, the rights and obligations attached to such 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 applicable laws;

k. Other rights as provided by law and this Charter.

2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

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

b. To inspect, access and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets;

c. To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and must include the following information: full name, contact address, nationality and legal identification number of the individual shareholder; name, enterprise

identification number or legal identification number, and head office address of an organizational shareholder; number of shares and date of registration of shares held by each shareholder; total number of shares held by the group of shareholders and their ownership ratio of the total shares of the Company; the matters to be inspected and the purpose of the inspection;

d. To propose matters to be included in the agenda of a meeting of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must specify the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda;

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

3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares, or another lower percentage as provided in the Company's Charter, shall have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be conducted as follows:

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

b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations, and to comply with decisions of the General Meeting of Shareholders and the Board of Directors.

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

3. To keep confidential information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to refrain from disseminating, reproducing or forwarding information provided by the Company to any other organization or individual.

4. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following methods:

a. Attending and voting directly at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting;

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

d. Sending a voting ballot to the meeting by post, fax or email.

5. To fully and timely pay for the number of shares they have committed to purchase.

6. To fulfill other obligations as provided by applicable laws.

7. To bear personal liability where, in the name of the Company and in any form, they commit any of the following acts:

a. Violating the law;

b. Conducting business or other transactions for personal gain or for the benefit of another organization or individual;

c. Paying debts that are not yet due where the Company is facing financial risks.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the deadline for holding the Annual General Meeting of Shareholders where necessary, but the meeting must be held no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be deemed to be the place where the chairperson attends and presides over the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with applicable laws and the Company's Charter, in particular, approve the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be obliged to attend the Annual General Meeting of Shareholders of the Company.

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

a. The Board of Directors considers it necessary for the benefit of the Company;

b. The remaining number of members of the Board of Directors or members of the Board of Supervisors is less than the minimum number prescribed by law;

c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or the request may be made in multiple copies bearing the signatures of all relevant shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as provided 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 on which the number of remaining members of the Board of Directors or members of the Board of Supervisors falls as specified in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article;

b. Where the Board of Directors fails to convene the General Meeting of Shareholders as provided in Point a, Clause 4 of this Article, the Board of Supervisors shall, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. Where the Board of Supervisors fails to convene the General Meeting of Shareholders as provided in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders on behalf of the Company in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting and adopting resolutions of the General Meeting of Shareholders. All costs incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedures for holding a General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and duties:

- a. To approve the Company's development orientation;
- b. To decide on the classes of shares and the total number of shares of each class that may be offered; and to decide on the annual dividend rate for each class of shares;
- c. To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
- d. To decide on investment in, or sale of, assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h. To consider and deal with violations committed by members of the Board of Directors or members of the Board of Supervisors 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 payable to the Board of Directors and the Board of Supervisors;
- k. To approve the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- l. To approve the list of approved audit firms; to decide on the approved audit firm to conduct an audit of the Company's operations, and to dismiss an approved auditor where deemed necessary;
- m. Other rights and duties as provided by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. The report of the Board of Directors on corporate governance and the operating results of the Board of Directors and each member thereof;
 - d. The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
 - e. The self-assessment report of the Board of Supervisors and each Supervisor on their performance;
 - f. The dividend rate applicable to each share of each class;
 - g. The number of members of the Board of Directors and the Board of Supervisors;
 - h. Approval of the list of approved audit firms; and decision on the approved audit firm to conduct an audit of the Company's operations where deemed necessary;
 - i. Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
 - j. Decision on the budget or total remuneration, bonuses and other benefits payable to the Board of Directors and the Board of Supervisors;
 - k. Amendments and supplements to the Company's Charter;
 - l. The class and number of new shares to be issued for each class of shares, and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
 - m. Division, separation, consolidation, merger or conversion of the Company;
 - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o. Decision on investment transactions or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company as recorded in its most recent financial statements;
 - p. Decision on the repurchase of more than ten percent (10%) of the total issued shares of each class;
 - q. Contracts or transactions entered into by the Company with the persons specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company as recorded in its most recent financial statements;
 - r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
 - s. Other matters as provided by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

- 1. A shareholder or an authorized representative of an organizational shareholder may attend a meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of an individual or organization to represent a shareholder at a meeting of the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with

the civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the authorization term, and the signatures of both the authorizing and authorized parties.

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In the case of sub-authorization, the person attending the meeting must also present the original authorization document issued by the shareholder or the authorized representative of an organizational shareholder, if such document has not previously been registered with the Company.

3. Votes cast by an authorized person attending a meeting within the scope of the authorization shall remain valid upon the occurrence of any of the following events:

- a. The authorizing person dies, has limited capacity to perform civil acts, or has lost capacity to perform civil acts;
- b. The authorizing person cancels the authorization;
- c. The authorizing person cancels the authority of the person exercising the authorization.

This provision shall not apply where the Company receives notice of any of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 17. Changes to Rights

1. Any change to or cancellation of special rights attached to a class of preference shares shall take effect upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning a matter that adversely changes the rights and obligations of holders of preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total preference shares of the relevant class represented at the meeting, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of the relevant class where the resolution is adopted by written ballot.

2. A separate meeting of shareholders holding a class of preference shares to approve the change of rights referred to above shall only be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of participants is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of such class who are present in person or through authorized representatives, regardless of the number of shareholders and the number of shares held, shall be deemed to constitute a sufficient quorum. At such separate meetings of preference shareholders, shareholders of the relevant class who are present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of the shares, special rights attached to classes of shares carrying preference rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening of Meetings, Meeting Agenda and Notice of Meetings of the General Meeting of Shareholders

1. The Board of Directors shall convene both annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening a meeting of the General Meeting of Shareholders shall perform the following tasks:

a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

b. Prepare the agenda and contents of the meeting;

c. Prepare documents for the meeting;

d. Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting;

e. Determine the time and venue of the meeting;

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

g. Perform other tasks serving the meeting.

3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses, and shall simultaneously be published on the Company's website, the website of the State Securities Commission, and the website of the Stock Exchange on which the Company's shares are listed or registered for trading. The person convening the meeting of the General Meeting of Shareholders must send the notice of invitation to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders, with the period calculated from the date on which the notice is duly sent or delivered.

The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where the documents are not enclosed with the notice of the meeting, the notice must specify a link to all meeting documents for shareholders to access, including:

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

b. The list and detailed information of candidates in the event of election of members of the Board of Directors or members of the Board of Supervisors;

c. Voting ballots;

d. Form for appointment of an authorized representative to attend the meeting;

e. Draft resolutions on each matter included in the meeting agenda.

4. A shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must specify the full name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal specified in Clause 4 of this Article in any of the following cases:

a. The proposal is submitted in violation of the requirements specified in Clause 4 of this Article;

b. At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as required under Clause 2, Article 12 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 provided by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include a proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders may be conducted when the attending shareholders represent more than fifty percent (50%) of the total voting rights.

2. If the first meeting does not satisfy the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within thirty (30) days from the scheduled date of the first meeting. The second meeting of the General Meeting of Shareholders may be conducted when the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

3. If the second meeting does not satisfy the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third meeting of the General Meeting of Shareholders may be conducted regardless of the total voting rights represented by the attending shareholders.

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

1. Before the opening of a meeting, the Company must carry out shareholder registration and continue the registration process until all shareholders entitled to attend the meeting who are present have completed registration, as follows:

a. Upon shareholder registration, the Company shall issue each shareholder or authorized representative having voting rights a voting card, specifying the registration number, full name of the shareholder, full name of the authorized representative, and number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the meeting, voting cards in favor of a resolution shall be collected first, followed by voting cards against the resolution, and the total number of votes in favor and against shall then be counted for determination. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b. A shareholder, an authorized representative of an organizational shareholder, or an authorized person who arrives after the meeting has commenced shall have the right to register immediately and, after registration, shall have the right to participate and vote at the meeting. The Chairperson shall not be required to suspend the meeting to allow late-arriving

shareholders to register, and the validity of matters previously voted upon shall not be affected.

2. The election of the Chairperson, Secretary and Vote Counting Committee shall be conducted as follows:

a. The Chairperson of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson at meetings of the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves to act as Chairperson of the meeting by majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the persons attending the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;

b. Except as provided in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall be appointed as Chairperson of the meeting;

c. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the time allocated to each matter included in the meeting agenda.

4. The Chairperson of the General Meeting of Shareholders shall have the right to take necessary measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of participants, including:

- a. Arranging seating at the venue of the General Meeting of Shareholders;
- b. Ensuring the safety of all persons present at the meeting venue;
- c. Facilitating shareholders to attend or continue attending the meeting.

The person convening the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. Such measures may include issuing admission cards or applying other appropriate measures.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. A shareholder or authorized person attending the meeting who arrives after the meeting has commenced shall still be permitted to register and shall have the right to participate in voting immediately after registration. In such case, the validity of matters previously voted upon shall not be affected.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a. To require all persons attending the meeting to undergo security checks or other lawful and reasonable security measures;

b. To request competent authorities to maintain order at the meeting and to expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's directions, intentionally disrupts order, obstructs the normal progress of the meeting, or fails to comply with security check requirements.

8. The Chairperson shall have the right to postpone a General Meeting of Shareholders at which sufficient participants have registered for a maximum period of three (03) working days from the scheduled opening date of the meeting, and may only postpone the meeting or change its venue in the following cases:

a. The meeting venue does not have sufficient convenient seating for all participants;

b. The communication facilities at the meeting venue are insufficient to enable shareholders to participate, discuss and vote;

c. There are participants who obstruct or disrupt the meeting or are likely to prevent the meeting from being conducted fairly and lawfully.

9. If the Chairperson postpones or suspends a General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the Chairperson and preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and enforceable.

10. Where the Company applies modern technology to conduct the General Meeting of Shareholders through an online meeting, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities.

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

1. A resolution on any of the following matters shall be adopted if it is approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a. The class of shares and the total number of shares of each class;

b. Changes to the business lines and business sectors;

c. Changes to the organizational and management structure of the Company;

d. An investment project or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements, unless the Company's Charter provides for a different ratio or value;

e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except for the matters specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises, or where a specific approval ratio is otherwise provided in the Company's Charter.

3. A resolution of the General Meeting of Shareholders adopted with the approval of one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures and formalities for adopting such resolution are in violation of the Law on Enterprises and the Company's Charter.

Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be conducted as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders where it considers

such action necessary for the benefit of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the written opinion form, draft resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution, and send them to all shareholders having voting rights no later than ten (10) days prior to the deadline for returning the completed written opinion forms. The requirements and methods for sending the written opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The written opinion form must contain the following principal contents:

a. The name, head office address and enterprise identification number of the Company;

b. The purpose of obtaining shareholders' opinions;

c. Full name, contact address, nationality and legal identification number of an individual shareholder; name, enterprise identification number or legal identification number and head office address of an organizational shareholder; or full name, contact address, nationality and legal identification number of the individual representing an organizational shareholder; and the number of shares of each class and the number of voting rights of the shareholder;

d. The matter on which shareholders' opinions are sought for adoption of a resolution;

e. Voting options, including in favor, against and abstain, for each matter on which opinions are sought;

f. The deadline for returning the completed written opinion form to the Company;

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

4. A completed written opinion form must bear the signature of an individual shareholder, or the legal representative of an organizational shareholder, or the individual or legal representative of an organization authorized to represent the shareholder.

5. The completed written opinion form may be returned to the Company by the following methods:

a. By post: The completed written opinion form sent to the Company must be enclosed in a sealed envelope and may not be opened before the vote counting;

b. By fax or email: The completed written opinion form sent to the Company by fax or email must be kept confidential until the vote counting;

c. Written opinion forms received by the Company after the deadline specified in the written opinion form, or opened before the vote counting in the case of postal submission, or disclosed before the vote counting in the case of submission by fax or email, shall be invalid. Written opinion forms that are not returned shall be deemed not to have participated in voting.

6. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes in the presence of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal contents:

a. The name, head office address and enterprise identification number of the Company;

b. The purpose and matters on which opinions are sought for adoption of resolutions;

c. The number of shareholders who participated in voting and the total number of voting rights cast, distinguishing between valid and invalid votes and the methods of

returning the voting forms, together with an appendix containing the list of participating shareholders;

d. The total number of votes in favor, against and abstentions for each matter;

e. The matters approved and the corresponding approval ratios;

f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter and the vote-counting supervisor.

Members of the Board of Directors, the vote counter and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damage arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

7. The vote-counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date on which the vote counting is completed. Where the Company has a website, the delivery of the vote-counting minutes and resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of the vote counting.

8. Completed written opinion forms, vote-counting minutes, adopted resolutions and relevant documents enclosed with the written opinion forms must be retained at the Company's head office.

9. A resolution shall be adopted by written consultation with shareholders if it is approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same legal effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be made in Vietnamese and may additionally be made in a foreign language, and must contain the following principal contents:

a. The name, head office address and enterprise identification number of the Company;

b. The time and venue of the General Meeting of Shareholders;

c. The meeting agenda and contents of the meeting;

d. Full names of the Chairperson and Secretary;

e. A summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;

f. The number of shareholders and total voting rights of shareholders attending the meeting; an appendix containing the list of registered shareholders and their representatives attending the meeting, together with the corresponding number of shares and voting rights;

g. The total number of votes cast on each matter, specifying the voting method, total number of valid and invalid votes, votes in favor, votes against and abstentions, and the corresponding ratios to the total voting rights of shareholders attending the meeting;

h. Matters approved and the corresponding approval ratios;

i. Signatures of the Chairperson and Secretary. Where the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all contents required under this Clause. The minutes must clearly state that the Chairperson or Secretary refused to sign the minutes.

2. Minutes made in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions of the minutes, the Vietnamese version shall prevail.

3. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and Secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Resolutions, minutes of meetings of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting together with the signatures of shareholders, authorization documents for attending the meeting, all documents attached to the minutes (if any), and documents relevant to the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure on the securities market and retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders or the vote-counting minutes for written consultation with shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or an Arbitral Tribunal to review and annul a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the meeting or obtaining shareholders' written opinions and adopting a resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Candidacy and Nomination of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may obtain information about the candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a. Full name and date of birth;
- b. Professional qualifications;
- c. Employment and professional history;
- d. Other managerial positions held (including positions as members of the Board of Directors of other companies);
- e. Relevant interests in the Company and the Company's related parties;
- f. Other information (if any);
- g. A public company shall be responsible for disclosing information on companies in which a candidate currently holds the position of member of the Board of Directors or other managerial positions, as well as relevant interests of the candidate for the Board of Directors (if any).

2. Shareholders or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to aggregate the voting rights of each shareholder to nominate candidates for election to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total number of ordinary shares may nominate a maximum of one (01) candidate; holding from 20% to less than 30% may nominate a maximum of two (02) candidates; holding from 30% to less than 40% may nominate a maximum of three (03) candidates; holding from 40% to less than 50% may nominate a maximum of four (04) candidates; and holding 50% or more may nominate a maximum of five (05) candidates.

3. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises. A member of the Company's Board of Directors may not concurrently serve as a member of the Board of Directors of more than five (05) other companies.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors shall be five (05).

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. Where all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

3. The composition of the Board of Directors shall be as follows:

The total number of non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if such member is dismissed, removed from office or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Powers and Duties of the Board of Directors

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

2. The powers and duties of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a. To decide on the Company's strategy, medium-term development plans and annual business plans;

b. To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss, remove, enter into contracts with and terminate contracts with the Director/General Director and other key managers as prescribed in the Company's Charter; to determine the salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and determine the remuneration and other benefits of such representatives;

c. To supervise and direct the General Director and other managers in the day-to-day management of the Company's business operations;

d. To decide on investment plans and investment projects within its authority and limits as prescribed by law;

e. To decide on solutions for market development, marketing and technology;

f. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

g. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries and branches and representative offices, and on capital contributions to and purchase of shares in other enterprises;

h. To decide on the organizational structure of the Company, the establishment of subsidiaries, branches and representative offices, and capital contributions to and purchase of shares in other enterprises;

i. To propose the reorganization or dissolution of the Company and file for bankruptcy of the Company;

j. To issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and to issue the Company's Regulations on Information Disclosure;

k. To approve the agenda and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or obtain shareholders' written opinions for the General Meeting of Shareholders to adopt resolutions;

l. To propose the dividend rate; to decide on the timing and procedures for payment of dividends or handling losses incurred in the course of business operations;

m. To propose the class of shares and the total number of shares of each class to be offered for sale;

n. To decide on the sale of unsold shares within the number of shares of each class authorized to be offered for sale; and to decide on additional capital raising through other forms;

o. To determine the selling price of the Company's shares and bonds;

p. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

q. To submit the audited annual financial statements to the General Meeting of Shareholders;

r. To exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on the performance results of the Board of Directors 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 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of working days necessary to fulfill the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position, serving on a committee of the Board of Directors, or performing other duties which, in the opinion of the Board of Directors, fall outside the ordinary duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits or other form as determined by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, meals and other expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

Article 29. Chairperson of the Board of Directors

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

2. The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the Company.

3. The Chairperson of the Board of Directors shall have the following rights and duties:

- a. To formulate the programs and plans for the activities of the Board of Directors;
- b. To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To chair meetings of the General Meeting of Shareholders;

f. To exercise other rights and perform other duties as prescribed by the Law on Enterprises.

4. Where the Chairperson of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date on which the resignation is received or the Chairperson is dismissed or removed from office.

5. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, the Chairperson shall authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairperson. Where no person is authorized, or where the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation establishment or compulsory educational establishment, absconds from his/her place of residence, has restricted or lost legal capacity, has difficulty in perceiving or controlling his/her acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of their members to act as Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting ratio. Where more than one (01) member receives the highest number of votes or the highest voting ratio, the members shall elect, by majority vote, one (01) of them to convene the meeting of the Board of Directors.

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

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

- a. Upon the request of the Board of Supervisors;
- b. Upon the request of the General Director or at least five (05) other managers;
- c. Upon the request of at least two (02) members of the Board of Directors;
- d. Other cases (if any).

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

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request referred to in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the persons requesting the meeting as specified in Clause 3 of this Article shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of the meeting of the Board of Directors no later than three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and the voting form of each member.

The notice of meeting may be sent by invitation letter, telephone, fax, electronic means or other means, provided that it reaches the registered contact address of each member of the Board of Directors.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the Controllers in the same manner as to members of the Board of Directors.

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

8. Meetings of the Board of Directors may be conducted when at least three-fourths (3/4) of the total number of members are present.

If the required number of members is not present, the meeting must be reconvened for a second time within seven (07) days from the originally scheduled date of the first meeting. The second meeting may be conducted if more than half (1/2) of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 12 of this Article;
- c. Attending and voting through an online conference, electronic voting or another electronic method;
- d. Sending a voting form to the meeting by post, fax or email;
- e. Sending a voting form by another means.

10. A meeting of the Board of Directors may be held by online conference among members of the Board of Directors where all or some members are located at different venues, provided that each participating member is able to:

- a. Hear each other member of the Board of Directors participating in the meeting speak;
- b. Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone or other means of communication, or by a combination of such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting held in accordance with this provision shall be the venue where the largest number of members of the Board of Directors are present, or the venue where the Chairperson of the meeting is present.

Decisions adopted at a duly convened and conducted telephone meeting shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes.

11. Where a voting form is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting form may only be opened in the presence of all persons attending the meeting.

12. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by a majority of the members of the Board of Directors.

13. The Board of Directors shall adopt decisions and resolutions based on the approval of a majority of the members of the Board of Directors attending the meeting. Where the number of votes in favor and against is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

14. A resolution adopted by written consultation shall be approved based on the affirmative votes of a majority of the voting members of the Board of Directors. Such

resolution shall have the same validity and legal effect as a resolution adopted at a meeting of the Board of Directors.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors to be responsible for development policies, human resources, remuneration, internal audit and risk management. The number of members of each committee shall be determined by the Board of Directors and shall consist of at least three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of the committee, and one of such members shall be appointed as the Head of the committee pursuant to a decision of the Board of Directors. The activities of the committees shall comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect if it is approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or committees under the Board of Directors must comply with applicable laws, the Company's Charter and the Company's Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to assist in corporate governance activities of the Company. The Person in Charge of Corporate Governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

The Person in Charge of Corporate Governance shall not concurrently work for the approved audit organization that is conducting the audit of the Company's financial statements.

The Person in Charge of Corporate Governance shall have the following rights and obligations:

a. To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders;

b. To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;

g. To monitor and report to the Board of Directors on the Company's information disclosure activities;

h. To act as the liaison with relevant stakeholders;

i. To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

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

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Organization of the Management Structure

The Company's management system shall 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 day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 34. Executive Officers of the Company

The executive officers of the Company include the General Director, Deputy General Directors, Chief Accountant and other executive officers as prescribed in the Company's Charter.

At the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executive officers in an appropriate number and with appropriate qualifications in accordance with the Company's organizational structure and management regulations prescribed by the Board of Directors. Executive officers of the Company shall exercise due diligence and responsibility to assist the Company in achieving its objectives in its operations and organization.

The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

Salaries of executive officers shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the General Director

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

2. The General Director shall be responsible for managing the day-to-day business operations of the Company, subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.

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

a. To organize the implementation of resolutions and decisions of the Board of Directors;

b. To decide on matters relating to the Company's day-to-day business operations that do not fall under the authority of the Board of Directors;

c. To organize the implementation of the Company's business plans and investment plans;

d. To propose the organizational structure and internal management regulations of the Company;

e. To appoint, dismiss and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

f. To determine salaries and other benefits for employees of the Company, including managers whose appointment falls under the authority of the General Director;

g. To recruit employees;

h. To propose plans for dividend payment or handling business losses;

i. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the attending members of the Board of Directors with voting rights approve such dismissal and appoint a new General Director to replace him/her.

IX. BOARD OF SUPERVISORS

Article 36. Candidacy and Nomination of Controllers

1. The candidacy and nomination of Controllers shall be carried out in accordance with Clauses 1 and 2 of Article 25 of this Charter.

2. In the event that the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect the Controllers in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The Company shall have three (03) Controllers. The term of office of a Controller shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Controllers must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent audit firm that has conducted the audit of the Company's financial statements during the three (03) consecutive years immediately preceding the appointment.

3. A Controller shall be dismissed in the following cases:

- a. No longer satisfying the standards and conditions for being a Controller as prescribed in Clause 2 of this Article;
- b. Submitting a resignation letter which is approved;
- c. Other cases as prescribed by law and this Charter.

4. A Controller shall be removed from office in the following cases:

- a. Failing to perform the assigned duties and responsibilities;
- b. Failing to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
- c. Seriously violating or repeatedly violating the obligations of a Controller prescribed by the Law on Enterprises and the Company's Charter;
- d. Other cases pursuant to a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Controllers; the election, dismissal and removal from office shall be conducted on the principle of majority approval. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations.

2. The rights and obligations of the Head of the Board of Supervisors:

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

Article 39. Rights and Obligations of the Board of Supervisors

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

1. To propose and recommend that the General Meeting of Shareholders approve the selection of an approved audit organization to audit the Company's financial statements; to decide on the approved audit organization to conduct an inspection of the Company's operations and to dismiss an approved auditor when deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the Company's financial position and the compliance with laws in the activities of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.
5. Upon detecting any violation of law or the Company's Charter by a member of the Board of Directors, the General Director or another executive officer of the Company, to notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease such violation and take measures to remedy the consequences.
6. To formulate the Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to 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.
8. To have access to the Company's records and documents kept at its head office, branches and other locations; and to have the right to visit the workplaces of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents concerning the management, administration and business operations of the Company.
10. Other rights and obligations as prescribed by law.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall hold meetings at least twice (02) a year, with at least two-thirds (2/3) of the Supervisors attending. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and the Supervisors attending the meeting shall sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors shall be retained to determine the responsibilities of each Supervisor.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of an approved audit organization to attend and respond to matters requiring clarification.

Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Supervisors

The salaries, remuneration, bonuses and other benefits of Supervisors shall be provided as follows:

1. Supervisors shall be paid salaries, remuneration, bonuses and other benefits in accordance with the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses and other benefits, and the annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for reasonable expenses for accommodation, travel and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

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

Members of the Board of Directors, Supervisors, the General Director and other executives shall be responsible for performing their duties, including duties as members of committees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director and other executives shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Supervisors, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, Supervisors, the General Director and other managers shall notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies over which the public company exercises control of more than 50% of charter capital, and such persons themselves or their related persons, in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on such resolutions in accordance with the securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on a transaction that brings benefits to such member or such member's related person in accordance with the Law on Enterprises.

5. Members of the Board of Directors, Supervisors, the General Director, other managers and their related persons shall not use or disclose to others any inside information for the purpose of conducting relevant transactions.

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

a. For a transaction with a value less than or equal to thirty-five percent (35%) of the total value of assets recorded in the latest financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the relevant member of the Board of Directors, Supervisor, General Director or other executive, have been reported to the Board of Directors. At the same time, the Board of Directors has approved

the transaction in good faith by a majority vote of the members of the Board of Directors who have no related interests;

b. For a transaction with a value exceeding thirty-five percent (35%), or a transaction resulting in the aggregate value of transactions arising within 12 months from the date of the first transaction reaching thirty-five percent (35%) or more of the total value of assets recorded in the latest financial statements, the material contents of such transaction, as well as the relationships and interests of the relevant member of the Board of Directors, Supervisor, General Director or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 43. Liability for Damage and Indemnification

1. Members of the Board of Directors, Supervisors, the General Director and other executives who breach their duties, obligations of honesty and prudence, or fail to fulfill their duties shall be liable for any damage caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become involved as a party in complaints, lawsuits or legal proceedings (including civil and administrative proceedings, but excluding proceedings initiated by the Company as the plaintiff) if such persons are or have been members of the Board of Directors, Supervisors, the General Director, other executives, employees or authorized representatives of the Company, or if such persons have acted at the Company's request in the capacity of a member of the Board of Directors, corporate executive, employee or authorized representative of the Company, provided that such persons have acted honestly and prudently in the interests of the Company on the basis of compliance with the law and there is no evidence confirming that such persons have breached their duties.

3. Indemnification costs shall include judgments, fines and actual amounts payable (including legal fees) incurred in the course of resolving such cases to the extent permitted by law. The Company may purchase insurance for such persons to cover the indemnification liabilities referred to above.

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

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

a. Ordinary shareholders shall have the right to review, inspect and extract information on the names and contact addresses of shareholders in the list of shareholders entitled to vote; request correction of inaccurate information concerning themselves; review, inspect, extract or photocopy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to review, inspect and extract the minutes book and resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests to inspect the Company's books and records, such request must be accompanied by the power of attorney granted by the shareholder or group of shareholders represented by such person, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, Supervisors, the General Director and other executives shall have the right to inspect the Company's shareholder register, list of

shareholders and other books and records of the Company for purposes related to their positions, provided that such information shall be kept confidential.

4. The Company shall retain this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as required by law at the Company's head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where such documents are stored.

5. The Company's Charter shall be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the recruitment and termination of employees, salaries, social insurance, benefits, rewards and disciplinary actions applicable to employees and corporate executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend amount and method of dividend payment from the Company's retained profits.

2. The Company shall not pay interest on dividend payments or other payments related to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. Where dividends or other payments related to any class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholders. Where the Company has transferred the payment in accordance with the bank account details provided by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount transferred to such shareholder. Payment of dividends in respect of shares listed or registered for trading on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date for determining the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the Company at banks.

Article 48. Fiscal Year

The Company's fiscal year shall commence on the first day of January of each year and end on the thirty-first day of December.

Article 49. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.

3. The Company's accounting currency shall be Vietnamese Dong. Where the Company has economic transactions arising primarily in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify the directly managing tax authority.

XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-annual and Quarterly Financial Statements

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

2. The annual financial statements shall include all reports, appendices and notes as required by the laws on enterprise accounting. The annual financial statements shall fairly and objectively reflect the Company's operational situation.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 52. Audit

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

2. A copy of the audit report shall be attached to the Company's annual financial statements.

3. Independent auditors conducting the audit of the Company shall be permitted to attend meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information relating to meetings of the General Meeting of Shareholders

and to express their opinions at the General Meeting of Shareholders on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal means a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Company shall have two (02) seals: one seal shall be kept at the Company's head office, and the other seal shall be kept by the Secretariat of the Chairman of the Board of Directors.

3. The Board of Directors and the General Director shall use and manage the Company's seals in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

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

- a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b. The Company's Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
- c. Other cases as provided by law.

2. The dissolution of the Company prior to the expiration of its operating term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable laws.

Article 55. Liquidation

1. At least six (06) months after the decision on dissolution of the Company is issued, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be 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 the liquidation shall be paid by the Company on a priority basis before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of its establishment and the date on which it commences its operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the courts and administrative authorities.

3. Proceeds from the liquidation shall be paid in the following order:

- a. Liquidation expenses;
- b. Salaries, severance allowances, social insurance contributions and other benefits of employees in accordance with the collective labor agreement and signed employment contracts;
- c. Tax liabilities;
- d. Other debts of the Company;
- e. The remaining amount after all debts specified in items (a) to (d) above have been paid shall be distributed among the shareholders. Preference shares shall be paid first.

XIX. GIẢI QUYẾT TRANH CHẤP NỘI BỘ

Article 56. Settlement of Internal Disputes

1. In the event of any dispute or complaint relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, other applicable laws, the Company's Charter or agreements between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other executives,

the relevant parties shall endeavor to settle such dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and request each party to present information relevant to the dispute within thirty (30) working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Economic Arbitration to appoint an independent expert to act as a mediator in the dispute settlement process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or a court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court costs shall be made in accordance with the court's judgment.

XX. AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

Article 57. Company's Charter

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

2. Where there are provisions of applicable laws relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of twenty-one (21) Chapters and fifty-eight (58) Articles, was adopted on March 18, 2026, and its entire contents are hereby approved and made effective.

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

a. One (01) copy shall be filed with the local State Notary Office;

b. Five (05) copies shall be registered with the competent governmental authority in accordance with the regulations of the People's Committee of Dong Nai City;

c. Four (04) copies shall be kept at the Company's head office.

3. This Charter is the sole and official charter of the Company.

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or two (02) members of the Board of Directors.

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XXI. EFFECTIVE DATE

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1. This Charter consists of twenty-one (21) Chapters and fifty-eight (58) Articles, was adopted on ____ September 2026, and its entire contents are hereby approved and made effective.

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- a. One (01) copy shall be filed with the local State Notary Office;
- b. Five (05) copies shall be registered with the competent governmental authority in accordance with the regulations of the People's Committee of Dong Nai City;
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**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**

Nguyen Thanh Dat





Dong Nai, September __, 2026

DRAFT INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Issued together with the Resolution of the 2026 Extraordinary General Meeting of Shareholders No. ____ dated __/09/2026)

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

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

Pursuant to 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;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to public companies under 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;

Pursuant to the Charter of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company.

The General Meeting of Shareholders of the Company hereby promulgates the Internal Regulations on Corporate Governance of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company, comprising the following provisions:

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation: The Internal Regulations on Corporate Governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; the order and procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors and the General Director; and other activities in accordance with the Company's Charter and other applicable laws and regulations.

2. Subjects of application: These Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director and related persons.

CHAPTER II: GENERAL MEETING OF SHAREHOLDERS

Article 2. Roles, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the deadline for holding the Annual General Meeting of Shareholders where necessary, but the meeting must be held no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be determined as the place where the Chairperson attends and presides over the meeting and must be within the territory of Vietnam.

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

- a. To approve the Company's development orientations;

- b. To decide on the types of shares and the total number of shares of each type that may be offered for sale; and to decide on the annual dividend rate for each type of share;
- c. To elect, dismiss and remove members of the Board of Directors and Controllers;
- d. To decide on investment in or sale of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's latest financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h. To consider and take action against violations committed by members of the Board of Directors or Controllers 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 Board of Supervisors;
- k. To approve the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- l. To approve the list of approved audit firms; to decide on the approved audit firm to conduct an audit of the Company's operations; and to dismiss approved auditors when deemed necessary;
- m. Other rights and obligations as prescribed by law.

Article 3. Authority to Convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: In accordance with Clause 2, Article 14 of the Company's Charter.
2. Authority to convene an Extraordinary General Meeting of Shareholders: In accordance with Clauses 3 and 4, Article 14 of the Company's Charter.

Article 4. Preparation of the List of Shareholders Entitled to Attend the Meeting

The person convening the General Meeting of Shareholders shall prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

Article 5. Notice of the Record Date for the List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The Board of Directors shall convene a meeting and issue a Resolution of the Board of Directors approving the record date for preparing the list of shareholders entitled to attend the General Meeting of Shareholders. The Resolution of the Board of Directors must be disclosed no later than twenty (20) days before the expected record date.
2. The Company shall carry out procedures for preparing the list of shareholders with VSD in accordance with the regulations on the exercise of shareholder rights issued by VSD.

Article 6. Notice of Invitation to the General Meeting of Shareholders

The notice of invitation to the General Meeting of Shareholders shall be made in accordance with Clause 3, Article 18 of the Company's Charter.

Article 7. Agenda and Contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders shall be responsible for preparing the agenda and contents of the General Meeting of Shareholders.

2. A shareholder or group of shareholders referred to in Clause 2, Article 12 of the Company's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held by such shareholder, and the matter proposed to be included in the meeting agenda.

3. The person convening the General Meeting of Shareholders may refuse proposals referred to in Clause 2 of this Article and must respond in writing, stating the reasons, no later than two (02) working days prior to the opening date of the General Meeting of Shareholders, in the following cases:

a. The proposal is submitted in violation of the provisions of Clause 2 of this Article;

b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Company's 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.

4. The person convening the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 2 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 3 of this Article. Such proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 7. Agenda and Contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders shall be responsible for preparing the agenda and contents of the General Meeting of Shareholders.

2. A shareholder or group of shareholders referred to in Clause 2, Article 12 of the Company's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held by such shareholder, and the matter proposed to be included in the meeting agenda.

3. The person convening the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 2 of this Article and must respond in writing, stating the reasons, no later than two (02) working days prior to the opening date of the General Meeting of Shareholders, in the following cases:

a. The proposal is not submitted in accordance with Clause 2 of this Article;

b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Company's Charter;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases.

4. The person convening the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 2 of this Article in the proposed agenda and

contents of the meeting, except in the cases specified in Clause 3 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 8. Authorization of Representatives to Attend the General Meeting of Shareholders

In accordance with Article 16 of the Company's Charter.

Article 9. Procedures for Registration to Attend the General Meeting of Shareholders

1. Procedures for registration to attend the General Meeting of Shareholders prior to the opening date of the meeting:

a. The procedures for registration to attend the General Meeting of Shareholders shall be clearly specified in the Notice of Meeting of the General Meeting of Shareholders, including contacting the Company or submitting the Registration Form for Attendance at the General Meeting (enclosed with the Notice of Meeting of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders may register to attend the General Meeting of Shareholders by any of the methods specified in the Notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article. The authorization shall be made in accordance with Article 16 of the Company's Charter;
- Attending and voting/electing via online meeting, electronic voting, or other electronic means;
- Sending voting ballots/election ballots to the meeting by post, fax, or email. Shareholders sending voting ballots by registered mail, fax, or email must send them to the Board of Directors no later than one (01) day prior to the opening of the meeting;
- Other forms of registration to attend the General Meeting of Shareholders in accordance with applicable laws.

2. Procedures for registration to attend the General Meeting of Shareholders and verification of the eligibility of delegates on the date of the General Meeting of Shareholders:

In accordance with Clause 1, Article 20 of the Company's Charter.

Article 10. Conditions for Conducting a General Meeting of Shareholders

The General Meeting of Shareholders shall be conducted in accordance with Article 19 of the Company's Charter.

Article 11. Procedures for Voting

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by raising Voting Cards, casting votes directly, electronic voting, or other electronic means.

- A delegate shall vote For, Against, or Abstain on a matter submitted for voting at the General Meeting by raising the Voting Card or selecting the applicable option on the Voting Ballot.

2. Forms of voting

- Voting by Voting Card: When voting by raising the Voting Card, the front side of the Voting Card must be raised and facing the Presidium. If a delegate does not raise the Voting Card in any of the three voting rounds for For, Against, or Abstain on a matter, such vote shall be deemed invalid. If a delegate raises the Voting Card more than once when

voting For, Against, or Abstain on a matter, such vote shall also be deemed invalid. Under the Voting Card method, a member of the Board of Eligibility Verification/Board of Vote Counting shall mark the delegate's identification code and the corresponding number of voting rights of each shareholder voting For, Against, Abstain, or casting an Invalid vote;

- Voting by Voting Ballot: When voting by filling in the Voting Ballot, for each matter, the delegate shall select one of the three options "For," "Against," or "Abstain" printed on the Voting Ballot by marking an "X" or "✓" in the selected box. After completing all matters submitted for voting at the General Meeting, the delegate shall place the Voting Ballot into the sealed ballot box at the General Meeting in accordance with the instructions of the Board of Vote Counting. The Voting Ballot must bear the delegate's signature and full name.

Article 12. Procedures for Election Voting

1. General principles:

- Election voting shall be conducted in accordance with applicable laws and the Company's Charter;

- Members of the Board of Vote Counting must not be included in the list of nominees or self-nominees for election to the Board of Directors or the Board of Supervisors.

2. Forms of election voting:

Election by cumulative voting:

- Each delegate shall have a total number of votes equal to the total number of shares owned or represented by such delegate multiplied by the number of members to be elected;

- Each attending delegate shall have the right to allocate all of their total votes to one or more candidates;

- If additional candidates arise on the date of the General Meeting, the delegate may contact the Board of Vote Counting to request a new Election Ballot and must return the original ballot before placing it into the ballot box;

- In the event of an incorrect selection, the delegate shall contact the Board of Vote Counting to request a new Election Ballot and must return the original ballot;

Election principles:

- Elected candidates shall be determined based on the number of votes received, in descending order, starting with the candidate receiving the highest number of votes until the required number of members to be elected is reached;

- If two (02) or more candidates receive the same number of votes for the last available position, a re-election shall be conducted among the candidates receiving the same number of votes;

- If the first round of voting does not result in the election of the required number of members, additional rounds of voting shall be conducted until the required number of members is elected.

Article 13. Vote Counting Procedures

For Voting Cards, voting shall be conducted by first collecting the Voting Cards indicating approval of the resolution, followed by collecting the Voting Cards indicating disapproval, and finally counting and consolidating the votes For, Against, and Abstain. The voting results shall be announced by the Chairperson immediately before the closing of the meeting.

For Voting Ballots and Election Ballots, shareholders or their authorized representatives shall place their ballots into the ballot box prepared in advance by the

Organizing Committee. The votes shall then be counted and consolidated, including the votes For, Against, Abstain, or the votes cast for candidates.

For sensitive matters and where requested by shareholders, the Company shall appoint an independent organization to conduct the collection and counting of votes.

Article 14. Conditions for Adoption of Resolutions

The adoption of resolutions shall be carried out in accordance with Article 21 of the Company's Charter.

Article 15. Announcement of Voting Results

The Board of Vote Counting shall verify, consolidate and report to the Chairperson the voting results for each matter. The vote counting shall be recorded in minutes signed by all members of the Board of Vote Counting. The voting results shall be announced by the Chairperson immediately before the closing of the meeting.

Article 16. Procedures for Objecting to Resolutions of the General Meeting of Shareholders

A shareholder who votes against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders under the Company's Charter shall have the right to request the Company to repurchase such shareholder's shares. The specific procedures for a shareholder's request for share repurchase shall comply with Article 132 of the Law on Enterprises.

In the event that a shareholder requests the cancellation of a resolution of the General Meeting of Shareholders, such request shall be made in accordance with Article 24 of the Company's Charter.

Article 17. Preparation of Minutes of the General Meeting of Shareholders

The preparation of minutes of the General Meeting of Shareholders shall comply with Clauses 1 and 2, Article 23 of the Company's Charter.

Article 18. Disclosure of Resolutions of the General Meeting of Shareholders

The resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting together with the signatures of the shareholders, authorization documents for attending the meeting, all documents attached to the minutes (if any), and relevant documents enclosed with the notice of invitation to the meeting shall be disclosed in accordance with applicable laws and regulations on information disclosure in the securities market and shall be retained at the Company's head office.

Article 19. Cases Where Resolutions May and May Not Be Passed by Written Consultation

Except for the cases specified in Clause 2, Article 147 of the Law on Enterprises, all matters falling within the authority of the General Meeting of Shareholders may be approved by written consultation.

Article 20. Order and Procedures for Passing Resolutions of the General Meeting of Shareholders by Written Consultation

The order and procedures for passing resolutions of the General Meeting of Shareholders by written consultation shall comply with Article 22 of the Company's Charter.

Article 21. Order and Procedures for Passing Resolutions of the General Meeting of Shareholders by Online Meeting

The order and procedures for passing resolutions of the General Meeting of Shareholders by online meeting shall comply with the Regulations on Online Meetings approved by the General Meeting of Shareholders.

Article 22. Order and Procedures for Passing Resolutions of the General Meeting of Shareholders by a Combination of In-Person and Online Meetings

The order and procedures for passing resolutions of the General Meeting of Shareholders by a combination of in-person and online meetings shall comply with the Regulations on Online Meetings approved by the General Meeting of Shareholders.

CHAPTER III: BOARD OF DIRECTORS

Article 23. Roles, Rights and Obligations of the Board of Directors and Responsibilities of Members of the Board of Directors

1. The Board of Directors is the Company's management body and has full authority, in the name of the Company, to make decisions and exercise the Company's rights and perform its obligations, except for matters falling within the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors: In accordance with Clause 2, Article 27 of the Company's Charter.

Article 24. Responsibilities of Members of the Board of Directors

Members of the Board of Directors shall be responsible for complying with the provisions of Articles 42 and 43 of the Company's Charter.

Article 25. Right of Members of the Board of Directors to Access Information

The right of members of the Board of Directors to access information shall comply with Article 159 of the Law on Enterprises.

Article 26. Term of Office and Number of Members of the Board of Directors

The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.

Article 27. Structure, Standards and Conditions for Members of the Board of Directors

1. Structure of the Board of Directors: The number of non-executive members of the Board of Directors shall be at least one-third (1/3) of the total number of members of the Board of Directors. In the event that all members of the Board of Directors concurrently reach the end of their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

2. Standards and conditions for members of the Board of Directors: In accordance with Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 28. Nomination and Self-Nomination of Members of the Board of Directors

The nomination and self-nomination of members of the Board of Directors shall comply with Article 25 of the Company's Charter.

Article 29. Procedures for Election of Members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned by such shareholder multiplied by the number of members to be elected to the Board of Directors. Each shareholder shall have the right to allocate all or part of their total votes to one or more candidates.

Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, in descending order, starting with the candidate

receiving the highest number of votes until the number of members prescribed in the Company's Charter is reached.

If two (02) or more candidates receive the same number of votes for the last available position on the Board of Directors, a re-election shall be conducted among the candidates receiving the same number of votes, or the candidate shall be selected in accordance with the criteria set out in the Election Regulations.

Article 30. Cases of Dismissal, Removal and Additional Election of Members of the Board of Directors

1. Cases of dismissal and removal of members of the Board of Directors: In accordance with Article 160 of the Law on Enterprises.

2. Cases of additional election of members of the Board of Directors

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

a. The number of remaining members of the Board of Directors falls below the minimum number of members prescribed by the Law on Enterprises. In this case, the Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which such event occurs;

b. The number of members of the Board of Directors decreases by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In this case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members decreases by more than one-third (1/3);

c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at its next meeting.

Article 31. Notice of Election, Dismissal and Removal of Members of the Board of Directors

Following a decision on the election, dismissal or removal of a member of the Board of Directors, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 32. Procedures for Introducing Candidates for Election as Members of the Board of Directors

1. The Board of Directors or other entities specified in Clause 3, Article 30 of the Company's Charter shall convene a meeting of the Board of Directors regarding the election of members of the Board of Directors to disseminate information on the election, including the number of members to be elected, candidate standards, and procedures for nomination and self-nomination in accordance with Article 28 of these Regulations. The election shall be conducted at the nearest General Meeting of Shareholders.

2. The Company shall issue a public notice regarding the election of members of the Board of Directors and the procedures for convening the meeting and conducting the election, specifying the reasons for the election, the number of members to be elected, standards and conditions, election procedures, and procedures for nomination and self-nomination, etc.

3. The Board of Directors shall consolidate the list of candidates nominated or self-nominated and verify the information of each candidate to ensure that the candidates satisfy all standards and conditions for members of the Board of Directors as prescribed in Clause 2, Article 27 of these Regulations.

4. If the number of candidates for the Board of Directors nominated or self-nominated remains insufficient, the Board of Directors shall prepare a list of additional candidates based on the following criteria:

- Number of candidates: The number of candidates required to fill the vacancies remaining after consolidating the valid list of candidates nominated or self-nominated under Clause 3 of this Article;

- Candidates introduced by the Board of Directors must be approved by a majority of the incumbent members of the Board of Directors;

- Candidates introduced by the Board of Directors must satisfy at least the standards and conditions prescribed in Article 155 of the Law on Enterprises.

Article 33. Election, Dismissal and Removal of the Chairperson of the Board of Directors

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

2. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.

3. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date on which the resignation letter is received or the Chairperson is dismissed or removed.

4. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, the Chairperson shall authorize another member of the Board of Directors in writing to exercise the rights and perform the obligations of the Chairperson. In the absence of an authorized person, or if the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation center or compulsory education institution, has absconded from their place of residence, has limited or lost civil act capacity, has difficulty in perceiving or controlling their acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of them to serve as Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is issued by the Board of Directors.

Article 34. Remuneration and Other Benefits of Members of the Board of Directors

The remuneration and other benefits of members of the Board of Directors shall comply with Article 28 of the Company's Charter.

Article 35. Minimum Number of Meetings per Quarter

The Board of Directors shall hold at least one (01) meeting per quarter and may hold extraordinary meetings.

Article 36. Cases Requiring the Convening of Extraordinary Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors without undue delay, unless there is a legitimate reason not to do so, when any of the following persons or entities makes a written request clearly stating the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors:

- a. The Board of Supervisors;
- b. The General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

2. The meetings of the Board of Directors referred to above must be held within seven (07) working days from the date of receipt of the request for the meeting. If the Chairperson of the Board of Directors refuses to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the persons requesting the meeting referred to in Clause 1 of this Article may themselves convene the meeting of the Board of Directors.

Article 37. Notice of Meetings of the Board of Directors

1. Notice of a meeting of the Board of Directors must be sent to the members of the Board of Directors at least three (03) working days prior to the meeting. Members of the Board of Directors may waive the meeting notice in writing, and such waiver may have retroactive effect. The notice of meeting must be made in Vietnamese in writing and contain full details of the agenda, time and venue of the meeting, together with necessary documents relating to the matters to be discussed and voted on at the meeting of the Board of Directors and voting ballots for members of the Board of Directors who are unable to attend the meeting.

2. The notice of meeting of the Board of Directors may be delivered by invitation letter, telephone, fax, electronic means or other methods prescribed by the Company's Charter, provided that the notice reaches the registered contact address of each member of the Board of Directors maintained by the Company.

3. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the Controllers in the same manner as to members of the Board of Directors.

Article 38. Right of Controllers to Attend Meetings of the Board of Directors

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

Article 39. Conditions for Holding Meetings of the Board of Directors

1. The first meeting of the Board of Directors may only be held and decisions may only be made when at least three-quarters (3/4) of the members of the Board of Directors are present in person or through their representatives (authorized persons).

2. If the required number of members is not present, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting may be conducted if more than half (1/2) of the members of the Board of Directors attend.

3. A meeting of the Board of Directors may be conducted by online conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

- a. Hear each other member of the Board of Directors participating in the meeting speaking;
- b. Speak simultaneously with all other participating members;
- c. Discussions among members may be conducted directly by telephone or other means of communication, or by a combination of such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting conducted in accordance with this provision shall be the location where the largest number of members of the Board of Directors are present or the location where the Chairperson of the meeting is present.

Article 40. Voting Procedures

1. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend the meeting and vote in accordance with Clause 12, Article 30 of the Company's Charter;
- Attending and voting via online conference, electronic voting, or other electronic means;
- Sending a voting ballot to the meeting by post, fax, or email.

2. In the event that a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot may only be opened in the presence of all persons attending the meeting.

Article 41. Procedures for Adoption of Resolutions of the Board of Directors

The Board of Directors shall approve decisions and adopt resolutions based on the affirmative votes of a majority of the members of the Board of Directors present at the meeting (more than 50%). In the event that the number of votes For and Against is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

Decisions approved at a duly convened and conducted meeting held by telephone shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the meeting minutes.

Article 42. Authorization by a Member of the Board of Directors for Another Person to Attend a Meeting

A member of the Board of Directors may authorize another person to attend and vote at a meeting if such authorization is approved by a majority of the members of the Board of Directors.

Article 43. Preparation of Minutes of Meetings of the Board of Directors

The preparation of minutes of meetings of the Board of Directors shall comply with Clause 1, Article 158 of the Law on Enterprises.

Article 44. Cases Where the Chairperson and/or Secretary Refuses to Sign the Minutes of a Meeting of the Board of Directors

Such cases shall be handled in accordance with Clause 2, Article 158 of the Law on Enterprises.

Article 45. Notification of Resolutions and Decisions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be notified/disclosed in accordance with regulations on information disclosure in the securities market.

Article 46. Committees under the Board of Directors

The committees under the Board of Directors shall operate in accordance with Article 31 of the Company's Charter.

Article 47. Standards for the Person in Charge of Corporate Governance

The Person in Charge of Corporate Governance must not concurrently work for the approved audit organization that is conducting the audit of the Company's financial statements.

Article 48. Appointment of the Person in Charge of Corporate Governance

A public company shall appoint at least one (01) Person in Charge of Corporate Governance to support corporate governance activities within the enterprise.

Article 49. Cases of Dismissal of the Person in Charge of Corporate Governance

1. The Board of Directors may dismiss or remove the Person in Charge of Corporate Governance when necessary, provided that such dismissal or removal does not contravene applicable labor laws.

2. The Person in Charge of Corporate Governance may be dismissed or removed pursuant to a resolution of the General Meeting of Shareholders.

Article 50. Notice of Appointment and Dismissal of the Person in Charge of Corporate Governance

Following a decision on the appointment or dismissal of the Person in Charge of Corporate Governance, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 51. Rights and Obligations of the Person in Charge of Corporate Governance

The rights and obligations of the Person in Charge of Corporate Governance shall comply with Clause 3, Article 32 of the Company's Charter.

CHAPTER IV: BOARD OF SUPERVISORS

Article 52. Roles, Rights and Obligations of the Board of Supervisors and Responsibilities of Controllers

1. Role of the Board of Supervisors: The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

2. Rights and obligations of the Board of Supervisors: As prescribed in Article 39 of the Company's Charter.

3. Responsibilities of Controllers: Controllers shall comply with the provisions of Articles 42 and 43 of the Company's Charter.

4. Right of the Board of Supervisors to access information: The right of the Board of Supervisors to access information shall comply with Article 171 of the Law on Enterprises.

Article 53. Term of Office, Number, Composition and Structure of Members of the Board of Supervisors

The Company shall have three (03) Controllers. The term of office of a Controller shall not exceed five (05) years, and Controllers may be re-elected for an unlimited number of terms.

Article 54. Standards and Conditions for Controllers

The standards and conditions for Controllers shall comply with Clause 2, Article 37 of the Company's Charter.

Article 55. Nomination and Self-Nomination of Controllers

The nomination and self-nomination of Controllers shall comply with Clauses 1 and 2, Article 25 of the Company's Charter.

Article 56. Procedures for Election of Controllers

The election of Controllers shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned by such shareholder multiplied by the number of members to be elected to the Board of Supervisors. Each shareholder shall have the right to allocate all or part of their total votes to one or more candidates.

Candidates elected as Controllers shall be determined based on the number of votes received, in descending order, starting with the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is reached.

If two (02) or more candidates receive the same number of votes for the last available position on the Board of Supervisors, a re-election shall be conducted among the candidates receiving the same number of votes, or the candidate shall be selected in accordance with the criteria specified in the Election Regulations or the Company's Charter.

Article 57. Cases of Dismissal and Removal of Controllers

The dismissal and removal of Controllers shall comply with Clauses 3 and 4, Article 37 of the Company's Charter.

Article 58. Notice of Election, Dismissal and Removal of Controllers

Following a decision on the election, dismissal or removal of a Controller, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 59. Salary and Other Benefits of Controllers

The salary and other benefits of Controllers shall comply with Article 41 of the Company's Charter.

CHAPTER V: GENERAL DIRECTOR

Article 60. Roles, Responsibilities, Rights and Obligations of the General Director

1. Role of the General Director: The General Director is the person responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.

2. Rights and obligations of the General Director: In accordance with Clause 4, Article 35 of the Company's Charter.

3. Responsibilities of the General Director: In accordance with Articles 42 and 43 of the Company's Charter.

Article 61. Term of Office, Standards and Conditions of the General Director

1. The term of office of the General Director shall not exceed five (05) years and may be renewed. The appointment may expire in accordance with the provisions of the employment contract.

2. The standards and conditions applicable to the General Director shall comply with Article 162 of the Law on Enterprises.

Article 62. Appointment and Execution of Employment Contract with the General Director

The Board of Directors shall appoint one of its members or another person as the General Director and enter into an employment contract specifying the salary, remuneration, benefits and other relevant terms and conditions.

Article 63. Dismissal and Termination of the Employment Contract with the General Director

1. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors attending the meeting vote in favor and shall appoint a new General Director to replace the dismissed General Director.

2. If the General Director wishes to resign, the General Director must submit a resignation letter to the Board of Directors at least thirty (30) days in advance. Within thirty

(30) days from the date of receipt of the resignation letter, the Board of Directors shall consider and make a decision.

3. The incumbent General Director shall cease to hold office upon the occurrence of any of the following events: death, loss of civil act capacity, loss of citizenship rights, unauthorized abandonment of office, violation of the Company's Charter or other applicable laws and regulations. In such cases, the Board of Directors shall carry out procedures to appoint a new General Director within a maximum period of thirty (30) days.

Article 64. Notice of Appointment, Dismissal, Execution and Termination of Employment Contract with the General Director

Following a decision on the appointment, dismissal, execution or termination of the employment contract with the General Director, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and applicable laws and regulations.

Article 65. Salary and Other Benefits of the General Director

The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

Article 66. Procedures and Order for Convening Meetings, Sending Meeting Notices and Preparing Minutes

The procedures and order for convening meetings of the Board of Directors and sending meeting notices shall be prescribed in Article 30 of the Company's Charter and Article 157 of the Law on Enterprises.

The Board of Directors may appoint one of its members or another person to act as secretary of the meeting to prepare the meeting minutes.

Controllers shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights. The General Director may be invited to attend meetings of the Board of Directors and participate in discussions and provide opinions (if requested), but shall not have voting rights.

Article 67. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors

Resolutions and minutes of meetings of the Board of Directors, after being issued, shall be sent to the Controllers at the same time and by the same method as applicable to members of the Board of Directors.

Article 68. Notification of Resolutions and Decisions of the Board of Directors to the General Director

Resolutions of the Board of Directors concerning the responsibilities, rights and obligations of the General Director, after being issued, shall be sent to the General Director at the same time and by the same method as applicable to members of the Board of Directors.

Article 69. Cases in Which the General Director and the Board of Supervisors May Request the Convening of a Meeting of the Board of Directors and Matters Requiring Consultation with the Board of Directors

I. Cases in which a meeting of the Board of Directors may be requested

a. The Board of Supervisors may request the convening of a meeting of the Board of Directors in the following cases:

- When it considers that the Controllers' rights to access information and documents relating to the Company's operations have not been fully exercised in accordance with applicable laws and the Company's Charter;

- When detecting violations of law or the Company's Charter by a member of the Board of Directors, the General Director or another executive officer, after having provided written notice to the Board of Directors in accordance with Clause 5, Article 39 of the Company's Charter, but the violating person has not ceased the violation or taken measures to remedy its consequences.

b. The General Director may request the convening of a meeting of the Board of Directors in the following cases:

- When the General Director considers that the General Director's rights prescribed in Article 35 of the Company's Charter have not been duly exercised;

- When detecting violations of law or the Company's Charter by other executive officers, after having provided written notice to the Board of Directors, but the violating person has not ceased the violation or taken measures to remedy its consequences.

2. Matters requiring consultation with the Board of Directors

a. Propose to the Board of Directors plans for the organizational structure and internal management regulations of the Company;

b. Propose measures to improve the Company's operations and management;

c. Propose the recruitment of other executive officers of the Company;

d. Consult the Board of Directors before deciding on the number of employees and the appointment, dismissal, salary, allowances, benefits and other relevant terms and conditions of their employment contracts;

e. Seek the approval of the Board of Directors for the detailed business plan for the following financial year, based on compliance with appropriate budget requirements and the five (05)-year financial plan;

f. Seek the opinion of the Board of Directors on the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "Budgets") serving the Company's long-term, annual and quarterly management activities in accordance with the business plan. The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each financial year shall be submitted to the Board of Directors for approval and shall include the information prescribed in the Company's regulations;

g. Propose a plan for dividend payment or treatment of business losses;

h. Other matters when deemed to be in the interests of the Company.

Article 70. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers

To report on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders.

To periodically report on a quarterly and annual basis on the Company's financial position and production and business operations.

To report on improvements to the organizational structure, policies, and management.

To report annually on the implementation of obligations relating to the environment, community, and employees.

To report on the implementation of other matters delegated by the Board of Directors and the General Meeting of Shareholders.

To report on other matters at the request of the Board of Directors.

Article 71. Review of the Implementation of Resolutions and Other Matters Delegated by the Board of Directors to the General Director

Based on the General Director's report on the performance of the duties and exercise of the powers assigned to him/her in accordance with Article 70 of these Regulations, the Board of Directors shall review and assess the results of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director.

Article 72. Matters on Which the General Director Must Report and Provide Information to, and the Methods of Notification to, the Board of Directors and the Board of Supervisors

1. Matters on which the General Director must report and provide information to, and the methods of notification to, the Board of Directors:

a. Where proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as soon as possible, but no later than ten (10) working days before the date on which such matters are required to be decided.

b. When preparing the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "Budgets") to serve the Company's long-term, annual and quarterly management and operations in accordance with its business plan. The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each fiscal year shall be submitted by the General Director to the Board of Directors for approval.

c. The General Director shall prepare plans for submission to the Board of Directors for approval in relation to the recruitment and termination of employees, salaries, social insurance, benefits, commendation and discipline of employees and corporate executives.

d. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies prescribed in the Company's Charter, the Company's regulations and applicable laws.

e. The General Director shall notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies (if any) over which the Company exercises control, and the General Director himself/herself or persons related to him/her, in accordance with the provisions of law.

f. Other matters requiring consultation with the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall provide its response within seven (07) working days.

2. Matters on which the General Director must report and provide information to, and the methods of notification to, the Board of Supervisors:

a. The General Director shall be responsible for supporting and coordinating with the Board of Supervisors to ensure that the Board of Supervisors properly performs its responsibilities and duties in accordance with the law and the Company's Charter.

b. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to the Controllers at the same time and by the same method as those provided to members of the Board of Directors.

c. The Board of Directors, members of the Board of Directors, the General Director and other corporate executives shall provide full, accurate and timely information and documents concerning the management, administration and business operations of the Company at the request of the Controllers or the Board of Supervisors.

Article 73. Coordination of Control, Management and Supervision Activities among Members of the Board of Directors, Controllers and the General Director in accordance with the Specific Duties of the Respective Members

1. Coordination between the Board of Supervisors and the Board of Directors: The Board of Supervisors shall perform the functions of supervision, coordination, consultation, and provision of full, timely and accurate information, specifically as follows:

a. To regularly notify the Board of Directors of the results of its activities and consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

b. At meetings of the Board of Supervisors, the Board of Supervisors shall have the right to request members of the Board of Directors (and simultaneously request the General Director, internal audit personnel (if any) and independent auditors) to attend and respond to matters of concern to the Controllers.

c. Periodic and ad hoc inspections conducted by the Board of Supervisors must be concluded in writing (no later than fifteen (15) working days from the date of completion) and sent to the Board of Directors to provide an additional basis for the Board of Directors in managing the Company. Depending on the nature and results of such inspection, the Board of Supervisors shall discuss and reach agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the event of disagreement, the Board of Supervisors shall have the right to reserve its opinion for inclusion in the minutes, and the Head of the Board of Supervisors shall be responsible for reporting such matter to the nearest General Meeting of Shareholders.

d. Where the Board of Supervisors detects any acts in violation of the law or the Company's Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours and request the violator to cease such violation and take measures to remedy its consequences.

e. A Controller shall be obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies (if any) over which the Company exercises control, and such Controller or persons related to such Controller, in accordance with the provisions of law.

f. For recommendations relating to the Company's operational and financial situation, the Board of Supervisors shall send the written recommendation together with relevant documents at least fifteen (15) working days before the date on which it expects to receive a response.

g. Recommendations submitted to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall provide a response within seven (07) working days.

2. Coordination between the Board of Supervisors and the General Director: The Board of Supervisors shall perform the functions of inspection and supervision:

a. At meetings of the Board of Supervisors, the Board of Supervisors shall have the right to request the General Director (and simultaneously request members of the Board of Directors, internal audit personnel (if any) and independent auditors) to attend and respond to matters of concern to the Controllers.

b. Periodic and ad hoc inspections conducted by the Board of Supervisors must be concluded in writing (no later than fifteen (15) working days from the date of completion) and sent to the General Director to provide an additional basis for the General Director in managing the Company. Depending on the nature and results of such inspection, the Board of Supervisors shall discuss and reach agreement with the General Director before reporting to the General Meeting of Shareholders. In the event of disagreement, the Board of Supervisors shall have the right to reserve its opinion for inclusion in the minutes, and the Head of the Board of Supervisors shall be responsible for reporting such matter to the nearest General Meeting of Shareholders.

c. Where the Board of Supervisors detects any acts in violation of the law or the Company's Charter by the General Director, the Board of Supervisors shall notify the General Director in writing within forty-eight (48) hours and request the violator to cease such violation and take measures to remedy its consequences.

d. A Controller shall have the right to request the General Director to facilitate access to records and documents relating to the Company's business operations at the Head Office or at the place where such records are stored.

e. With respect to information and documents concerning the management and administration of business operations, business performance reports and financial statements, a written request from the Board of Supervisors for the provision of information and documents must be sent to the Company at least forty-eight (48) working hours before the time at which the Board of Supervisors expects to receive a response. The Board of Supervisors shall not use information of the Company that has not been authorized for disclosure or disclose such information to others for the purpose of conducting related transactions.

f. Recommendations of the Board of Supervisors concerning measures to amend, supplement or improve the organizational structure and the management, supervision and administration of the Company's business operations must be sent to the General Director at least seven (07) working days before the date on which it expects to receive a response.

3. Coordination between the General Director and the Board of Directors: The General Director shall represent and manage the Company's operations and ensure that the Company operates continuously and efficiently.

a. The General Director shall be accountable to the General Meeting of Shareholders and the Board of Directors for the performance of the assigned duties and exercise of the assigned powers, and shall report to these bodies upon request.

b. Where proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as soon as possible, but no later than seven (07) days before the date on which such matters are required to be decided.

c. To prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "Budgets") to serve the Company's long-term, annual and quarterly management and operations in accordance with its business plan. The annual Budget (including the projected balance sheet, income statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information prescribed in the Company's regulations.

d. The General Director shall prepare plans for submission to the Board of Directors for approval in relation to the recruitment and termination of employees, salaries, social insurance, benefits, commendation and discipline of employees and management personnel.

e. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies prescribed in the Company's Charter, the Company's regulations and applicable laws.

f. The General Director shall be obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies (if any) over which the Company exercises control, and the General Director himself/herself or persons related to him/her, in accordance with the provisions of law.

g. Other matters requiring consultation in accordance with Clause 2, Article 69 of these Regulations must be submitted to the Board of Directors at least seven (07) working

days before the date on which the General Director expects to receive a response from the Board of Directors.

Article 74. Regulations on the Performance Evaluation of Members of the Board of Directors, Controllers, the General Director and Other Corporate Executives

1. The Board of Directors shall be responsible for establishing performance evaluation criteria for all persons subject to evaluation, including members of the Board of Directors, the General Director and other corporate executives.

2. The performance evaluation criteria must balance the interests of corporate executives with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used for evaluation shall be carefully considered and determined by the Board of Directors from time to time. Non-financial criteria may include, among others, the interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions and duties and the established performance evaluation criteria/results achieved, the Board of Directors shall organize the performance evaluation of its members.

4. The performance evaluation of the Controllers shall be conducted in accordance with the mechanism specified in the organizational structure and operating regulations of the Board of Supervisors.

5. The performance evaluation of other corporate executives shall be conducted in accordance with the Company's internal regulations or may be based on the self-assessment of such executives.

Article 75. Rewards

1. Eligible persons: Individuals subject to the reward scheme prescribed by the Board of Directors.

2. The reward scheme applicable to members of the Board of Directors and Controllers shall be decided by the General Meeting of Shareholders.

3. For other corporate executives, the source of reward funds shall be appropriated from the Company's Reward and Welfare Fund and other lawful sources. The reward amount shall be based on the actual annual business results. The General Director shall propose the reward amount to the Board of Directors for approval; where the matter falls beyond the authority of the Board of Directors, it shall be submitted to the General Meeting of Shareholders for approval.

Article 76. Discipline

1. The Board of Directors shall be responsible for establishing a disciplinary system based on the nature and severity of violations. The highest forms of disciplinary action shall be dismissal and removal from office.

2. Members of the Board of Directors, Controllers and other corporate executives who fail to perform their duties in accordance with the requirements of honesty, diligence and due care shall bear personal responsibility for any damage caused by their actions or omissions.

3. Members of the Board of Directors, Controllers and other corporate executives who, in performing their duties, violate the provisions of law or the Company's regulations shall, depending on the nature and severity of the violation, be subject to disciplinary action, administrative sanctions or criminal prosecution in accordance with the law and the Company's Charter. Where such violation causes damage to the interests of the Company, its shareholders or other persons, the violator shall be liable for compensation in accordance with the law.

Article 77. Effectiveness

The Internal Regulations on Corporate Governance of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company comprise 6 Chapters and 77 Articles and shall take effect from the date of approval by the Company's General Meeting of Shareholders.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**

Nguyen Thanh Dat





**DRAFT REGULATIONS
ON THE OPERATION OF THE COMPANY'S BOARD OF DIRECTORS**

*(Issued together with the Resolution of the 2026 Extraordinary General Meeting
of Shareholders No. ____ dated __/09/2026)*

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

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

Pursuant to 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;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under 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;

Pursuant to the Charter of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company.

The General Meeting of Shareholders of the Company hereby promulgates the Regulations on the Operation of the Board of Directors of Phuoc An Petroleum Investment and Port Exploitation Joint Stock Company, comprising the following provisions:

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of application: The Regulations on the Operation of the Board of Directors stipulate the organizational structure and personnel, operating principles, powers and obligations of the Board of Directors and its members in order to ensure their operations comply with the Law on Enterprises, the Company's Charter and other relevant laws and regulations.

2. Subjects of application: These Regulations shall apply to the Board of Directors and members of the Board of Directors.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall operate on a collective basis. Each member of the Board of Directors shall be personally responsible for his/her assigned tasks and shall be jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors concerning the development of the Company.

2. The Board of Directors shall assign the General Director to organize and manage the implementation of resolutions and decisions of the Board of Directors.

CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial position and business operations of the Company and its units.

2. Members of the Board of Directors shall have the obligations prescribed by the Company's Charter and the following obligations:

- a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;
- b. Fully attend meetings of the Board of Directors and provide opinions on matters put up for discussion;
- c. Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, affiliated companies and other organizations;
- d. Report to the Board of Directors at its nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital and members of the Board of Directors or their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or an enterprise manager within the three (03) years immediately preceding the date of the transaction;
- e. Make information disclosures when conducting transactions in the Company's shares in accordance with law.

Article 4. Right of Members of the Board of Directors to Access Information

- 1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors and other managers of the Company to provide information and documents on the financial position and business operations of the Company and its units.
- 2. The manager from whom information is requested must provide information and documents promptly, fully and accurately in accordance with the request of the member of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed by the Company's Charter.

Article 5. Term of Office and Number of Members of the Board of Directors

- 1. The Board of Directors shall consist of five (05) members.
- 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.
- 3. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

Article 6. Standards and Conditions for Members of the Board of Directors

Members of the Board of Directors must satisfy the following standards and conditions:

- 1. Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises.
- 2. Possess professional qualifications and experience in business administration or in the business fields, industries or lines of business of the Company, and are not required to be shareholders of the Company.
- 3. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of another company; however, the total number of companies in which such member serves as a member of the Board of Directors shall not exceed five (05) companies.

Article 7. Chairperson of the Board of Directors

- 1. The Chairperson of the Board of Directors shall be elected, relieved from office or dismissed by the Board of Directors from among its members.
- 2. The Chairperson of the Company's Board of Directors shall not concurrently serve as the General Director.
- 3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a. Formulate the operating programs and plans of the Board of Directors;

- b. Prepare the agenda, contents and documents for meetings; convene, preside over and act as chairperson of meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervise the process of organizing and implementing resolutions and decisions of the Board of Directors;
- e. Act as chairperson of meetings of the General Meeting of Shareholders;
- f. Exercise other rights and perform other obligations in accordance with the Law on Enterprises and the Company's Charter.

4. In the event that the Chairperson of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or dismissal. In the event that the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In the event that there is no authorized person, or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory rehabilitation establishment or compulsory education establishment, absconds from his/her place of residence, has restricted or lost civil act capacity, has difficulties in perceiving or controlling his/her acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one among themselves to serve as Chairperson of the Board of Directors based on the approval of a majority of the remaining members until a new decision is issued by the Board of Directors.

5. Where deemed necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors and recording minutes of such meetings;
- b. Assist members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;
- c. Assist the Board of Directors in applying and implementing the Company's governance principles;
- d. Assist the Company in establishing shareholder relations and protecting the lawful rights and interests of shareholders, and in complying with obligations relating to information provision, information disclosure and administrative procedures.

Article 8. Relief from Office, Dismissal, Replacement and Addition of Members of the Board of Directors

1. The General Meeting of Shareholders shall relieve a member of the Board of Directors from office in the following cases:

- a. Failing to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises;
- b. Having submitted a resignation letter which has been accepted;
- c. Other cases prescribed by the Company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

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

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors and relieve from office or dismiss members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

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

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;

b. The remaining number of members of the Board of Directors is lower than the minimum number of members prescribed by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the occurrence of such event;

c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been relieved from office or dismissed at the nearest meeting.

Article 9. Methods of Election, Relief from Office and Dismissal of Members of the Board of Directors

1. A shareholder or group of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% shall be entitled to nominate a maximum of one (01) candidate; from 20% to less than 40%, a maximum of two (02) candidates; and from 40% or more, a maximum of three (03) candidates;

b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more persons as candidates for the Board of Directors in accordance with the decision of the General Meeting of Shareholders. Where the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the incumbent Board of Directors and other shareholders.

2. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient to meet the required number prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3. The election of members of the Board of Directors must be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Directors, and the shareholder shall have the right to allocate all or part of his/her total votes to one or several candidates. Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, in descending order, starting from the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is reached. Where two (02) or more candidates receive the same number of votes for the last seat on the Board of Directors, a re-election shall be conducted among the candidates receiving the same number of votes, or the candidate shall be selected in accordance with the criteria prescribed in the election regulations or the Company's Charter.

4. The election, relief from office and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 10. Notice of Election, Relief from Office and Dismissal of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may learn about such candidates before voting. Candidates for the Board of Directors must provide written undertakings regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions held, including positions as members of the Board of Directors of other companies;
- e. Relevant interests in the Company and its related parties;
- f. Other information as prescribed by the Company's Charter;
- g. A public company shall be responsible for disclosing information about the companies in which the candidates currently hold positions as members of the Board of Directors, other managerial positions, and relevant interests in such companies (if any).

2. The disclosure of information regarding the results of the election, relief from office and dismissal of members of the Board of Directors shall be carried out in accordance with regulations guiding information disclosure.

CHAPTER III: BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

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

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

- a. Decide on the Company's strategy, medium-term development plans and annual business plans;
- b. Elect, relieve from office and dismiss the Chairperson of the Board of Directors; appoint, relieve from office, enter into and terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on the remuneration and other benefits of such persons;
- c. Supervise and direct the General Director and other managers in the daily management of the Company's business operations;
- d. Decide on investment plans and investment projects within its authority and limits prescribed by law;
- e. Decide on solutions for market development, marketing and technology;
- f. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the

Company's latest financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

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

h. Decide on the organizational structure of the Company, the establishment of subsidiaries, branches and representative offices, and the capital contribution to and purchase of shares in other enterprises;

i. Recommend the reorganization or dissolution of the Company; request the initiation of bankruptcy proceedings against the Company;

j. Decide to promulgate the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; decide to promulgate the Company's Regulations on Information Disclosure;

k. Approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or conduct a written consultation for the General Meeting of Shareholders to adopt resolutions;

l. Recommend the dividend payment rate; decide on the timing and procedures for payment of dividends or handling losses incurred in the course of business operations;

m. Propose the types of shares and the total number of shares of each type that may be offered for sale;

n. Decide to sell unsold shares within the number of shares authorized to be offered for sale of each type; decide to raise additional capital through other forms;

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

p. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

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

r. Exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws and regulations, and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written consultation, or by other methods prescribed by the Company's Charter. Each member of the Board of Directors shall have one vote.

4. Where a resolution or decision adopted by the Board of Directors contravenes the law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for the damage caused. Members who voted against such resolution or decision shall be exempt from liability. In such case, the Company's shareholders shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

Article 12. Duties and Powers of the Board of Directors in Approving and Entering into Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being conducted being less than 35% of the total value of assets recorded in the Company's latest financial statements, or another lower ratio or value as prescribed by the Company's Charter, between the Company and any of the following persons or entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of such persons;
- Shareholders and authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;
- Enterprises related to the persons and entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative entering into and signing a contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors of the related persons or entities involved in such contract or transaction and enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of the notification, unless a different period is prescribed by the Company's Charter. A member of the Board of Directors having an interest related to the parties to the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

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

- a. The Board of Directors considers it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors or the Board of Supervisors is lower than the minimum number of members prescribed by law;
- c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; such request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of all relevant shareholders, or the request may be made in multiple copies bearing the signatures of all relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and the Company's Charter.

2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or members of the Board of Supervisors falls below the minimum number prescribed by the Law on Enterprises, or from the date of receipt of a request specified at Points c and d, Clause 1 of this Article.

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

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints relating to the list of shareholders;
- c. Prepare the agenda and contents of the meeting;
- d. Prepare documents for the meeting;
- e. Prepare draft resolutions of the General Meeting of Shareholders based on the proposed agenda of the meeting; prepare the list and detailed information of candidates in the event of election of members of the Board of Directors or members of the Board of Supervisors;
- f. Determine the time and venue of the meeting;
- g. Send notices of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h. Perform other tasks necessary for the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish committees under its authority to take charge of development policies, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be determined by the Board of Directors and shall consist of at least three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of the committee, and one of such members shall be appointed as Chairperson of the committee by decision of the Board of Directors. The operations of the committee shall comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect when it is approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and the Company's Charter and Internal Regulations on Corporate Governance.

CHAPTER IV: MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson 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 the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must hold at least one (01) meeting every quarter and may hold extraordinary meetings.

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

- a. Upon request of the Board of Supervisors;
- b. Upon request of the General Director or at least five (05) other managers;
- c. Upon request of at least two (02) members of the Board of Directors.

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

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

6. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of meeting invitation no later than three (03) working days before the meeting date. The notice must specify the time and venue of the meeting, agenda, matters to be discussed and decided upon. The notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods prescribed by the Company's Charter, provided that it reaches the contact address registered with the Company of each member of the Board of Directors.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of meeting invitation and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and the right to participate in discussions but shall not have the right to vote.

8. A meeting of the Board of Directors may be conducted when at least three-fourths (3/4) of the total number of members attend the meeting. If a meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
- c. Attending and voting through an online conference, electronic voting or other electronic means;
- d. Sending a voting ballot to the meeting by post, fax or email;
- e. Sending a voting ballot by other means.

10. Where a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all persons attending the meeting.

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

12. Meetings conducted by online conference

a. A meeting of the Board of Directors may be conducted by online conference among members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting is able to:

- Hear each other member of the Board of Directors participating in the meeting speak;
- Speak simultaneously with all other members attending the meeting.

b. Communication among members may be conducted directly by telephone or by other means of communication, or by a combination of all such methods. Under these Regulations, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The venue of a meeting conducted in accordance with this provision shall be the place where the largest group of members of the Board of Directors has gathered, or, if there is no such group, the place where the chairperson of the meeting is present.

c. Decisions adopted at a duly organized and conducted online meeting shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes thereof. No member of the Board of Directors shall have the right to refuse to confirm the minutes by signing them, except where such member expressed disagreement with or reserved his/her opinion on the decisions adopted at the meeting.

13. Participants in meetings of the Board of Directors

a. Participants in meetings of the Board of Directors shall include the Chairperson of the Board of Directors, members of the Board of Directors, the Board of Supervisors, and the General Director, who shall be invited to attend as an observer.

b. Other managers and representatives of grassroots-level Party organizations, trade unions and youth unions may be invited to attend meetings where deemed necessary.

c. When discussing matters relating to the decision-making authority of a State authority, the Board of Directors may invite representatives of the relevant State authority to attend the meeting.

d. Invited observers who are not members of the Board of Directors shall have the right to express their opinions but shall not have the right to vote.

14. Preparation of matters for discussion at meetings of the Board of Directors

a. Unless otherwise provided, the General Director of the Company shall be responsible for preparing the matters to be discussed at meetings of the Board of Directors at the request of the Board of Directors;

b. Members of the Board of Directors and committees under the Board of Directors shall, as assigned by the Chairperson of the Board of Directors, review relevant matters prepared by the General Director of the Company and propose opinions or solutions for consideration and decision by the Board of Directors.

15. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of a tie, the final decision shall be determined by the vote of the Chairperson of the Board of Directors.

Article 16. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors 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 additionally be prepared in a foreign language, and shall contain the following principal contents:

- a. The Company's name, head office address and enterprise identification number;
- b. Time and venue of the meeting;
- c. Purpose, agenda and contents of the meeting;
- d. Full names of each member attending the meeting or authorized person attending the meeting and the manner of attendance; full names of members not attending the meeting and the reasons for their absence;
- e. Matters discussed and voted on at the meeting;
- f. Summary of opinions expressed by each member attending the meeting in chronological order of the proceedings;
- g. Voting results, clearly stating the members voting in favor, voting against and having no opinion;
- h. Matters approved and the corresponding approval voting ratio;
- i. Full names and signatures of the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article.

2. Where the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, the minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article.

3. The chairperson, the person recording the minutes and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. The minutes of meetings of the Board of Directors and documents used at the meetings must be retained at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the contents of the Vietnamese version shall prevail.

Article 17. Adoption of Resolutions of the Board of Directors by Written Consultation

1. For matters where it is not necessary to convene a meeting of the Board of Directors or where it is not possible to convene a meeting, the Chairperson of the Board of Directors may organize a written consultation of the members of the Board of Directors, provided that all members of the Board of Directors receive complete relevant documents concerning the matters proposed for consideration and decision by the Board of Directors.

2. A resolution adopted by written consultation shall be approved based on the affirmative votes of a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and legal effect as a resolution adopted by the members of the Board of Directors at a duly convened and conducted meeting.

CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

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

- a. Report on the Company's business results;
- b. Financial statements;
- c. Report on assessment of the management and administration of the Company;
- d. Appraisal report of the Board of Supervisors.

2. The reports specified at Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than thirty (30) days before the opening date of the annual General Meeting of Shareholders, unless otherwise provided by the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be retained at the Company's head office no later than ten (10) days before the opening date of the annual General Meeting of Shareholders. A shareholder who has continuously held shares of the Company for at least one (01) year shall have the right, either personally or together with a lawyer, certified accountant or certified auditor, to directly review the reports specified in this Article.

Article 19. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

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

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on a committee of the Board of Directors, or performing other work outside the ordinary duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, profit-sharing percentage or other form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

Article 20. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a. The name, enterprise identification number, head office address, business lines and sectors of any enterprise in which they own contributed capital or shares; the percentage and date of ownership of such contributed capital or shares;

b. The name, enterprise identification number, head office address, business lines and sectors of any enterprise in which their related persons jointly own or individually own contributed capital or shares representing more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplement thereto must be notified to the Company within seven (07) working days from the date of the relevant amendment or supplement.

3. A member of the Board of Directors who, in his/her own name or in the name of another person, conducts work in any form within the scope of the Company's business activities must explain the nature and contents of such work to the Board of Directors and may only conduct such work upon approval by a majority of the remaining members of the Board of Directors. If such work is conducted without disclosure or without approval from the Board of Directors, all income derived from such activities shall belong to the Company.

CHAPTER VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among Members of the Board of Directors

1. The relationship among members of the Board of Directors shall be one of coordination and cooperation. Members of the Board of Directors shall be responsible for providing each other with information on relevant matters during the performance of their assigned duties.

2. In the course of handling work, a member of the Board of Directors assigned to take primary responsibility shall proactively coordinate in handling matters that are related to areas under the responsibility of another member of the Board of Directors. In the event of differing opinions among members of the Board of Directors, the member taking primary responsibility shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or organize a meeting or seek opinions from members of the Board of Directors in accordance with law, the Company's Charter and these Regulations.

3. In the event of reassignment among members of the Board of Directors, the relevant members must hand over the work, records and documents concerned. Such handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 22. Relationship with the Executive Management

1. In its governance capacity, the Board of Directors shall issue resolutions for the General Director and the executive management apparatus to implement. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

2. The Board of Directors shall not directly interfere in the executive management of the Company by the General Director. The Board of Directors may attend monthly briefing meetings of the Company's executive management, meetings to review and approve investment projects, cooperation proposals and other matters chaired by the General Director before submission to the Board of Directors for consideration and approval. Where necessary, the Board of Directors may annually formulate a plan to work with the Company's units to

inspect and supervise the implementation of business and production plans and the implementation of resolutions and decisions of the Board of Directors, in order to promptly address relevant recommendations falling within the authority of the Board of Directors.

3. The Board of Directors may utilize the Company's functional departments and/or specialists to assist the Board of Directors in reviewing and providing advice on relevant matters.

4. Official letters and transaction documents addressed to the Board of Directors, after being recorded in the monitoring register, must be forwarded to the Chairperson of the Board of Directors or an authorized person for handling. Official letters and transaction documents from shareholders or superior authorities addressed to the Company that contain matters falling within the authority of the Board of Directors must be copied and sent to the Chairperson of the Board of Directors or an authorized person for coordination and handling.

5. Official letters and transaction documents issued or sent by the Board of Directors shall be registered under the Board of Directors' reference number and retained by the Secretary to the Board of Directors.

6. The Board of Directors shall use the Company's seal to issue documents for the purpose of directing and managing the Company and/or to conduct transactions with organizations and/or individuals outside the Company.

Article 23. Principles of Coordination between the Board of Directors and the General Director

The principles of coordination between the Board of Directors and the General Director shall be as follows:

1. The Board of Directors and the General Director must coordinate their activities in the spirit of ensuring consistency in the management and administration of the Company; maintaining internal unity and enhancing mutual support in leadership and direction for the development of the Company, in compliance with law and the Company's Charter.

2. The Board of Directors shall perform its duties through resolutions and decisions and shall require the General Director to implement them. Except in urgent cases arising from business and production requirements, the Board of Directors shall process and respond no later than seven (07) days from the date of receipt of submissions or official letters of request from the General Director. For major matters requiring a meeting of the Board of Directors or written consultation of members of the Board of Directors, the Board of Directors shall process and respond no later than fifteen (15) days.

3. In respect of the signing of contracts involving responsibilities of the Board of Directors or requiring submission to the Board of Directors for decision, the General Director shall notify the Chairperson of the Board of Directors so that the Chairperson may attend or appoint another member of the Board of Directors to attend on behalf of the Board of Directors, where deemed necessary.

4. For meetings to which the Company is invited by relevant authorities, partners, customers, etc. (except where a specific individual is invited by name), which are of particular importance and relate to organizational reform, mechanisms and policies, medium- or long-term development orientations, or the resolution of major outstanding issues of the Company, the General Director shall notify the Board of Directors so that the Board of Directors may attend where possible.

5. Responsibilities of the General Director in working relations with the Board of Directors.

a. The General Director shall be responsible for organizing and implementing resolutions and decisions of the Board of Directors and the General Meeting of Shareholders. During the implementation of resolutions and decisions of the Board of Directors, if the General Director identifies any matter that is detrimental to the Company, the General Director must promptly report it to the Board of Directors for consideration and adjustment of the relevant resolution or decision, if necessary. If the Board of Directors does not adjust the

resolution or decision, the General Director shall nevertheless implement it but shall have the right to reserve his/her opinion and make recommendations.

The General Director shall have the right to refuse to implement any resolution or decision of the Board of Directors or any member of the Board of Directors if he/she considers it to be contrary to law, the Company's Charter or a decision of the General Meeting of Shareholders. At the same time, the General Director shall be responsible for immediately notifying the Board of Supervisors in writing. The General Director shall bear responsibility before the law and the Board of Directors for his/her opinions regarding the foregoing matters.

b. Other responsibilities of the General Director are specified in Clause 4, Article 35 of the Company's Charter.

Article 24. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors shall be one of coordination and cooperation. The working relationship between the Board of Directors and the Board of Supervisors shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing them and directing relevant departments to formulate plans and promptly implement corrective measures.

Article 25. Relationship with Party Organizations, Trade Unions and Youth Unions

The Board of Directors shall coordinate with and facilitate Party organizations, trade unions and youth unions in properly performing their functions and duties and complying with the charters of such organizations within the Company.

Article 26. Relationship with Shareholders and the Media

1. The Board of Directors shall ensure regular communication and relations with the Company's shareholders by disclosing documents and periodic financial statements in accordance with the Company's Charter and providing important information on the Company's operations.

2. The Board of Directors shall be responsible for ensuring transparency in the management and administration of all aspects of the Company's operations and for fully performing its obligations to shareholders in accordance with the Company's Charter.

3. The Board of Directors shall be responsible for directing the timely handling and public disclosure of recommendations and complaints, if any, from shareholders.

4. Members of the Board of Directors shall not independently represent the Company or make statements to media and press agencies or shareholders regarding matters relating to the Company without authorization. Unless otherwise provided, the Chairperson of the Board of Directors and the General Director shall be responsible for officially representing and speaking on behalf of the Company to media and press agencies regarding matters relating to the Company.

5. The Chairperson and members of the Board of Directors shall be responsible for safeguarding and retaining documents relating to the Company and shall not allow other individuals or companies to borrow, photocopy or record information relating to the Company in a manner that may adversely affect the interests of the Company. Members of the Board of Directors shall comply with the applicable security and confidentiality regulations of the State and the Company.

CHAPTER VII: IMPLEMENTATION PROVISIONS

Article 27. Effectiveness

The Regulations on the Operation of the Board of Directors of Phuoc An Petroleum Investment Port Exploitation Joint Stock Company consist of seven (07) Chapters and twenty-

seven (27) Articles and shall take effect from the date of approval by the Company's General Meeting of Shareholders.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS**

Nguyen Thanh Dat

**SUMMARY OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE CHARTER AND REGULATIONS
OF PHUOC AN PETROLEUM INVESTMENT AND PORT EXPLOITATION JOINT STOCK COMPANY**
(Attached to Proposal No. 78/TTTr-PAP dated September 3, 2026)

No.	Document and Article	Current Provisions	Proposed Amendments and Supplements	Basis and Reasons for Amendments
1	Company's Charter			
1	Definitions and Interpretation of the Company's Charter	- "Enterprise Law" means Enterprise Law No. 59/2020/QH14 dated June 17, 2020, promulgated by the National Assembly of the Socialist Republic of Vietnam; - "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019, promulgated by the National Assembly of the Socialist Republic of Vietnam.	Enterprise Law" means Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing regulations; - "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam, and its amendments, supplements and implementing regulations.	Updated to conform to the current applicable laws.
2	Points g and h of Article 1 of the Company's Charter	g. "Executive officers of the enterprise" means the General Director, Deputy General Director(s), Chief Accountant and other executive officers as prescribed in the Company's Charter; h. "Managers of the enterprise" means managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in the Company's Charter	g. "Executive officers of the enterprise" means the General Director, Deputy General Director(s) and Chief Accountant; h. "Managers of the enterprise" means managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as prescribed in the Company's Charter	To conform to Articles 33 and 34 of the Company's Charter.
3	Clause 3, Article 2 of the Company's Charter	3. The registered head office of the Company is: - Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai Province.	3. The registered head office of the Company is: - Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai City.	Updated address in accordance with the administrative boundaries.
4	Point d, Clause 1, Article 25 of the Company's Charter	d. Other managerial positions (including a position on the Board of Directors of another company).	d. Other managerial positions (including positions on the Board of Directors or Members' Council of another company).	To conform to Decree No. 245/2025/ND-CP.
5	Clause 2, Article 25 of the Company's Charter	2. Shareholders holding ordinary shares have the right to cumulate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 40%, a maximum of two (02) candidates; and from 40% or more, a maximum of three (03) candidates.	2. Shareholders or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to aggregate the voting rights of each shareholder to nominate candidates for election to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total number of ordinary shares may nominate a maximum of one (01) candidate; holding from 20% to less than 30% may nominate a maximum of two (02) candidates; holding from 30% to less than 40% may nominate a maximum of three (03) candidates; holding from 40% to less than 50% may nominate a maximum of four (04) candidates; and holding 50% or more may nominate a maximum of five (05) candidates.	To conform to the five-member Board of Directors structure and the nomination rights of major shareholders holding more than 50% of the shares.
6	Clauses 1 and 3, Article 26 of the Company's Charter	1. The number of members of the Board of Directors is seven (07). 3. The structure of the Board of Directors is as follows: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.	1. The number of members of the Board of Directors is five (05). 3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of a public company must comply with the following requirements, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors: a. At least one (01) non-executive member is required where the Board of Directors has between three (03) and five (05) members; b. At least two (02) non-executive members are required where the Board of Directors has between six (06) and eight (08) members; c. At least three (03) non-executive members are required where the Board of Directors has between nine (09) and eleven (11) members.	Change in the number of members to conform to Clause 79, Article 1 of Decree No. 245/2025/ND-CP.

No.	Document and Article	Current Provisions	Proposed Amendments and Supplements	Basis and Reasons for Amendments
7	Article 58 of the Company's Charter	1. This Charter consists of 21 Chapters and 58 Articles, adopted on March 18, 2026, with the entire Charter being approved for implementation. 2. The Charter is made in ten (10) copies of equal validity, of which: a. One (01) copy is submitted to the local State Notary Office; b. Five (05) copies are registered with the competent authorities in accordance with the regulations of the People's Committee of Dong Nai City; c. Four (04) copies are kept at the Company's head office. 3. This Charter is the sole and official Charter of the Company. 4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairperson of the Board of Directors or two (02) members of the Board of Directors.	1. This Charter consists of 21 (twenty-one) Chapters and 58 (fifty-eight) Articles, adopted by the General Meeting of Shareholders of Phao An Petroleum Investment and Port Exploration Joint Stock Company on 2026 and approved in its entirety by the General Meeting of Shareholders. 2. This Charter shall take effect from the date of its approval by the General Meeting of Shareholders and shall replace in its entirety the Company's previous Charter adopted by the General Meeting of Shareholders, including all amendments and supplements thereto. 3. This Charter is the sole and official Charter of the Company. 4. Copies and extracts of the Company's Charter shall be valid for use when certified by the Company's legal representative or the Chairperson of the Board of Directors within their respective authority. 5. This Charter shall be prepared and kept at the Company's head office and disclosed and provided in accordance with applicable laws.	To conform to the actual operations of the Company.
II Internal Regulations on Corporate Governance				
1	Clause 2, Article 5 of the Internal Regulations on Corporate Governance	2. The Company shall carry out procedures for preparing the list of shareholders with VSD in accordance with the Regulation on the Exercise of Shareholders' Rights issued by VSD.	2. The Company shall carry out procedures for preparing the list of shareholders with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Regulations on the Exercise of Shareholders' Rights issued by VSDC.	Update the name from VSD to VSDC.
2	Article 26 of the Internal Regulations on Corporate Governance	The number of members of the Board of Directors is seven (07). The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.	The number of members of the Board of Directors is five (05). The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.	To conform to the Company's Charter.
3	Clause 1, Article 27 of the Internal Regulations on Corporate Governance	1. Structure of the Board of Directors: The number of non-executive members of the Board of Directors must be at least one-third (1/3) of the total number of members of the Board of Directors. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.	1. Structure of the Board of Directors: The structure of the Board of Directors of a public company must comply with the following requirements, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors: a. At least one (01) non-executive member is required where the Board of Directors has between three (03) and five (05) members; b. At least two (02) non-executive members are required where the Board of Directors has between six (06) and eight (08) members; c. At least three (03) non-executive members are required where the Board of Directors has between nine (09) and eleven (11) members. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.	To conform to Clause 79, Article 1 of Decree No. 245/2025/ND-CP and the Company's Charter.
III Regulations on the Operation of the Board of Directors				
1	Article 5 of the Regulations on the Operation of the Board of Directors	1. The Board of Directors consists of seven (07) members. 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. 3. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.	1. The number of members of the Board of Directors is five (05). 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. In case all members of the Board of Directors concurrently complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties. 3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of a public company must comply with the following requirements, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors: a. At least one (01) non-executive member is required where the Board of Directors has between three (03) and five (05) members; b. At least two (02) non-executive members are required where the Board of Directors has between six (06) and eight (08) members; c. At least three (03) non-executive members are required where the Board of Directors has between nine (09) and eleven (11) members.	To conform to Clause 79, Article 1 of Decree No. 245/2025/ND-CP and the Company's Charter.

No.	Document and Article	Current Provisions	Proposed Amendments and Supplements	Basis and Reasons for Amendments
2	Point a, Clause 1, Article 9 of the Regulations on the Operation of the Board of Directors	a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders. Shareholders holding ordinary shares have the right to cumulate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 40%, a maximum of two (02) candidates; and 40% or more, a maximum of three (03) candidates.	a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to cumulate the voting rights of each shareholder to nominate candidates for the Board of Directors. A shareholder or group of shareholders owning from 10% to less than 20% of the total ordinary shares may nominate a maximum of one (01) candidate; from 20% to less than 30%, a maximum of two (02) candidates; from 30% to less than 40%, a maximum of three (03) candidates; from 40% to less than 50%, a maximum of four (04) candidates; and 50% or more, a maximum of five (05) candidates.	To conform to the five-member Board of Directors structure and the nomination rights of major shareholders holding more than 50% of the shares.



PROPOSAL

Re: Dismissal of members of the board of directors for the 2024 - 2029 term

Dear: General Meeting of the Company's Shareholders

Pursuant to the Law on Enterprises and its amendments, supplements and implementing guidelines;

Pursuant to the Law on Securities and its amendments, supplements and implementing guidelines;

Pursuant to the Company's Charter of Organization and Operation;

Pursuant to the shareholder's written proposal regarding the adjustment of the number of members of the Board of Directors;

Pursuant to the Company's actual operations, organizational structure and development orientation;

In order to consolidate the structure of the Board of Directors in accordance with the Company's Charter after its amendment and supplementation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the dismissal of all 07 (seven) members of the Board of Directors for the 2024–2029 term, specifically:

1. Dismissal of all members of the Board of Directors for the 2024–2029 term

- Mr. Nguyễn Thành Đạt – Member of the Board of Directors / Chairman of the Board of Directors

- Mr. Đào Minh Tùng – Member of the Board of Directors

- Mr. Nguyễn Hữu Thắng – Member of the Board of Directors

- Mr. Trương Hoàng Hải – Member of the Board of Directors

- Mr. Nguyễn Thái Phúc – Member of the Board of Directors

- Mr. Nguyễn Hồng Sơn – Member of the Board of Directors

- Mr. Trần Nhân Tâm – Member of the Board of Directors

2. The dismissal shall take effect from the effective date of the Resolution of the General Meeting of Shareholders approving this matter, unless otherwise decided by the General Meeting of Shareholders.

Respectfully submitted,

ON BEHALF OF THE BOARD OF DIRECTORS

Recipients:

- As above;
- PAP Website;
- File: Office, Board of Directors.



CHAIRMAN

Nguyễn Thành Đạt

PROPOSAL

Re: Adjustment of the Phuoc An Port Construction Investment Project

Dear: General Meeting of the Company's Shareholders

Pursuant to the Law on Investment No. 143/2025/QH15;

Pursuant to Decree No. 96/2026/ND-CP dated March 31, 2026, detailing and guiding the implementation of a number of articles of the Law on Investment;

Pursuant to Decision No. 979/QĐ-BXD dated June 30, 2025 of the Ministry of Construction approving the Detailed Plan for the Development of Land and Water Areas of Dong Nai Seaport for the 2021–2030 period, with a vision to 2050;

Pursuant to the shareholder's proposal regarding the Adjustment of the Phuoc An Port Construction Investment Project;

Pursuant to the report of the Company's General Director on the Adjustment of the Phuoc An Port Construction Investment Project under Document No. /PAP-QLDA dated September 21, 2026;

Pursuant to the Company's actual operating situation and development orientation.

The Board of Directors of Phuoc An Port Petroleum Investment and Exploitation Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the Adjustment of the Phuoc An Port Construction Investment Project, specifically as follows:

I. PROJECT IMPLEMENTATION STATUS

1. Investment preparation procedures: The Company has completed the investment preparation and investment implementation procedures for the Phuoc An Port Construction Investment Project, which have been approved by the competent authorities, including: Detailed Construction Planning; Feasibility Study Report; Environmental Impact Assessment Report; Construction Drawing Design; Construction Permit; and Maritime Safety Assurance Plan for construction works.

2. Compensation for site clearance and land lease:

The Company has completed the compensation and site clearance and has been allocated and leased land by the People's Committee of Dong Nai Province and granted Certificates of Land Use Rights for an area of 157.3 hectares, ready for the construction investment of the project's phases.

3. Construction implementation:

On the basis of the investment preparation procedures approved/accepted by the competent authorities and the completion of compensation and site clearance, the Company has implemented the construction of the Phuoc An Port Construction Investment Project in phases, in accordance with the planning, implementation schedule, operational demand, and the Company's capacity to mobilize resources, specifically as follows:

- **Phase 1:** Construction has been completed and accepted by the competent authorities; an environmental permit has been obtained; the port berths have been officially announced as open; the certificate of eligibility for seaport operation and exploitation has

been granted; and the port code has been issued. The port is currently in stable operation and exploitation in compliance with applicable regulations.

- Phase 2: The Project has completed the construction of the extended Berth No. 6, Berth No. 7, Berth No. 8 and Berth No. 9, and has obtained approval of the fire prevention and firefighting acceptance results from the Fire Prevention, Firefighting and Rescue Police Division – Dong Nai Provincial Police under Documents No. 113/NT-PCCC dated November 13, 2025 and No. 23/NT-PCCC dated May 20, 2026; received the Port Facility Security Compliance Certificates from the Vietnam Maritime and Inland Waterways Administration under Certificates No. ISPS/SoCPF/329/VN dated November 28, 2025 and No. ISPS/SoCPF/329/VN dated May 26, 2026; obtained acceptance by the Department of Construction Economics and Investment Management under Documents No. 4830/CQLXD-CCPN dated December 1, 2025, No. 1657/CQLXD-CCPN dated June 9, 2026, and No. 2588/KTQLXD-CCPN dated August 13, 2026; and obtained approval for the opening of the berths for operation from the Vietnam Maritime and Inland Waterways Administration under Decisions No. 2620/QĐ-CHHĐTVN dated December 5, 2025, No. 1400/QĐ-CHHĐTVN dated June 18, 2026, and No. 2178/QĐ-CHHĐTVN dated August 27, 2026.

Currently, the extended Berth No. 6, Berth No. 7, Berth No. 8 and Berth No. 9 are in operation, while the remaining project components are under construction in accordance with applicable regulations to ensure the investment schedule.

- Phase 3:

+ Phase 3.1: The Project has obtained approval from the Vietnam Maritime and Inland Waterway Administration on the location and scale of the port berths under Document No. 3809/CHHĐTVN-KCHT dated August 13, 2025; appraisal of the Feasibility Study Report by the Department of Construction of Dong Nai Province under Document No. 1822/SXD-QLHTKT dated February 13, 2026; verification of the Feasibility Study Report by the Institute of Marine Works Construction under Verification Report No. 17/2026/BCTT dated January 14, 2026; verification of the construction drawing design by the Institute of Marine Works Construction under Verification Report No. 78/2026/BCTT dated March 18, 2026; verification of the cost estimate by the Institute of Marine Works Construction under Verification Report No. 225/2026/BCTT dated June 30, 2026; appraisal of the fire prevention and firefighting design by the Fire Prevention, Firefighting, Rescue and Salvage Police Division of Dong Nai Province under Document No. 16/TĐ-PCCC dated May 14, 2026; appraisal of the construction drawing design by Minh Khai Ownership Company Limited under Appraisal Report No. 14/TĐTK/MKH-PAP dated July 1, 2026; and approval of the Maritime Safety Assurance Plan by Dong Nai Maritime Port Authority under Decision No. 215/QĐ-CVHHĐN dated July 13, 2026.

On the basis of the approvals of the competent authorities and in implementation of the resolutions of the General Meeting of Shareholders, the Board of Directors approved the Construction Drawing Design and cost estimate, the contractor selection plan, and the execution of contracts/transactions between the Company and its internal persons, related persons of internal persons, or related parties under Resolution No. 60/NQ-PAP, Resolution No. 61/NQ-PAP and Resolution No. 62/NQ-PAP dated July 3, 2026. The project components are currently under construction in accordance with applicable regulations, ensuring the investment schedule.

+ Phase 3.2: The Company is currently carrying out the procedures related to the investment and construction of Phase 3.2 to meet market demand, complete the port infrastructure system in a synchronous manner, and enhance the competitiveness and investment efficiency of the Project. Currently, the consulting unit has basically completed the preparation of the cost estimate and is carrying out the relevant procedures for the investment and construction of Phase 3.2, with a total investment of approximately VND 5,982 billion.

4. Machinery and Equipment Procurement:

- **Phase 1:** The Company has completed the procurement, importation and commissioning of the following machinery and equipment: 06 STS cranes, 15 RTG cranes, 16 internal terminal tractors, 16 internal trailers, 01 loaded container handler, 01 empty container handler, 04 weighbridges, 01 road sweeper, 07 electric passenger vehicles, 02 47-seat passenger buses, 02 2.5-ton electric forklifts, port operation and management software system, handheld equipment for port operations (VMT devices, walkie-talkies, etc.), computer systems, and office IT equipment.

- **Phase 2:** The Company has completed the procurement, importation and commissioning of the following equipment: 06 STS cranes, 10 RTG cranes, 50 internal electric terminal tractors, 50 internal trailers, 02 electric loaded container handlers, and 04 electric empty container handlers. Currently, the Company has placed orders for 05 STS cranes, 08 RTG cranes and 03 tugboats to serve the operation of Phase 2. These equipment are currently under manufacture and will be delivered according to schedule.

- **Phase 3:** Currently, the Company has placed orders for 02 STS cranes and 23 RTG cranes to serve the operation of Phase 3. These equipment are currently under manufacture and will be delivered according to schedule.

5. Port Operations and Exploitation

The Company has completed the relevant legal procedures, including dredging of the waters in front of the berths; issuance of a maritime notice regarding the vessel turning basin; the Oil Spill Response Plan; port security requirements; construction and fire prevention and firefighting acceptance; announcement of the opening of the seaport; and the environmental permit, among others.

Currently, Phase 1 and part of Phase 2 have been put into stable operation and exploitation. The Company is carrying out the legal procedures for the operation and exploitation of the remaining components of Phase 2, as well as the remaining phases, upon completion of their construction.

II. REASONS FOR THE PROPOSED PROJECT ADJUSTMENT

1. Pursuant to the detailed master plan for the development of the land and water areas of Dong Nai seaport for the 2021–2030 period, with a vision to 2050, approved by the Ministry of Construction under Decision No. 979/QĐ-BXD dated June 30, 2025, Phuoc An Port is planned to comprise 9 berths with a total length of 2,830 m. Of these, 6 berths with a total length of 1,880 m are planned to be put into operation by 2030. Therefore, it is necessary and appropriate to adjust the implementation schedule of the Phuoc An Port Project in accordance with the master plan and the provisions of Point d, Clause 4, Article 33 of the 2025 Law on Investment.

2. The Project was approved a considerable time ago, and there have been significant increases in construction and equipment costs, particularly as the equipment is primarily imported. As a result, the cost structure is no longer appropriate, and it is therefore necessary to update and adjust the Project's total investment capital.

III. PROPOSED ADJUSTMENT CONTENT

To facilitate investment management and implementation, and to ensure compliance with the prevailing regulations of the State, based on the report of the General Director, the Board of Directors respectfully submits to the General Meeting of

Shareholders for approval the adjustment to the Phuoc An Port Construction Investment Project, with the following contents:

1. Project name: Phuoc An Port Construction Investment Project
2. Project objective: Investment in the construction of Phuoc An Port.
3. Project scale: Investment in the construction of Phuoc An Port as an international seaport and a regional hub, capable of receiving vessels of up to 60,000 DWT, comprising 09 berths with a total length of 2,830 m.

During the design process, the berth structures shall be designed and calculated to ensure their capability to accommodate vessels with larger carrying capacities in the future when the port's master plan is upgraded.

4. Project location: Phuoc An Commune, Dong Nai City.
5. Land use area: Approximately 164.4 ha.
6. Total investment capital of the Project: VND 28,351,972,704,768, of which the capital contributed for implementation of the Project is VND 4,252,795,905,715, equivalent to 15% of the total investment capital, divided into 03 investment phases:
 - a. Phase 1 (2017–2024): Total investment capital of VND 5,294,552,252,000, including equity of VND 794,182,837,800.
 - b. Phase 2 (2024–2027): Total investment capital of VND 8,584,314,934,596, including equity of VND 1,287,647,240,189, comprising:
 - Phase 2.1: VND 7,539,439,122,099, including equity of VND 1,130,915,868,315.
 - Phase 2.2: VND 1,044,875,812,497, including equity of VND 156,731,371,875.
 - c. Phase 3 (2025–2031): Total investment capital of VND 14,473,105,518,172, including equity of VND 2,170,965,827,726, comprising:
 - Phase 3.1: VND 8,490,609,713,172, including equity of VND 1,273,591,456,976.
 - Phase 3.2: VND 5,982,495,805,000, including equity of VND 897,374,370,750.
7. Project implementation schedule: From 2017 to 2031, to be implemented in 03 phases:

- a. Phase 1 (2017–2024): Construction of 02 container berths for simultaneous handling of container and general cargo, internal bridge, container yard, general cargo yard, internal roads, main administration building, power supply station, warehouses and workshops, power supply system, water supply system, drainage system, wastewater treatment system, fire prevention and firefighting system, telecommunications system, port gate, weighbridge, fencing and restroom facilities.

- b. Phase 2 (2024–2027): Construction of 03 container berths, internal bridge, container yard, general cargo yard, equipment storage yard, parking area, internal roads, enclosed warehouse, repair workshop, RTG repair area, auxiliary administration building, workers' accommodation, customs station, power supply station, water supply station, fuel dispensing station, wastewater treatment station, container washing area, waste collection station, security building, port gate and landscaping.

- c. Phase 3 (2025–2031): Construction of 02 container berths, 02 general cargo berths, internal bridge, container yard, general cargo yard, repair workshop, RTG repair area, container washing area, customs station, power supply station, water supply station,

fuel dispensing station, waste collection station, internal roads, enclosed warehouse and landscaping, and completion of the entire Project.

The investor-related conditions and the Project operation term specified in Investment Registration Certificate No. 7530322848 dated July 3, 2024, issued by the Department of Planning and Investment of Dong Nai Province, shall remain unchanged.

8. Project management form: The Investor shall directly manage the implementation of the Project. The Project Management Board under PAP shall, on behalf of the Investor, manage the construction investment activities.

IV. RECOMMENDATIONS

The Board of Directors respectfully requests the General Meeting of Shareholders to approve the policy for the adjustment of the Phuoc An Port Construction Investment Project as set out in Section III of this Proposal and to authorize the Board of Directors to organize, decide on and approve the necessary tasks and procedures for the implementation of the Phuoc An Port Construction Investment Project, including the adjustment of the Project, investment in the remaining Phases and other related matters, on the basis of the policy approved by the General Meeting of Shareholders under this Proposal, in compliance with applicable laws and the Company's Charter; and to report to the General Meeting of Shareholders at the nearest meeting, including but not limited to the following:

1. Work with competent State authorities and carry out procedures related to the adjustment of the Phuoc An Port Construction Investment Project to ensure conformity with actual conditions, the relevant master plans and applicable laws.

2. Decide on and approve the adjusted contents of the Project, including changes to and additions of investment objectives, division of the Phases, adjustment of the implementation schedule, total investment capital and other related matters in accordance with applicable regulations.

3. Carry out procedures for adjustment of the investment policy and adjustment of the Investment Project in the event of changes to the master plan, total investment capital or other matters in accordance with State regulations; decide on, approve or submit such matters to the competent authorities for approval as prescribed.

4. Organize the preparation of design documents, cost estimates and contractor selection plans, and carry out procedures related to the construction investment of the remaining Phases of the Phuoc An Port Construction Investment Project in accordance with applicable regulations.

5. Approve the design documents and the official total investment capital on the basis of the design and cost estimates prepared, reviewed and appraised in accordance with applicable regulations; approve contractor selection plans and other matters falling within the authority of the Board of Directors with respect to the remaining Phases of the Phuoc An Port Construction Investment Project.

6. Carry out procedures for increasing the charter capital and mobilizing equity and other lawful sources of funds to ensure the required counterpart funding for the construction investment of the remaining Phases of the Phuoc An Port Construction Investment Project.

7. Decide on capital mobilization plans, arrange and utilize funding sources for the construction investment of the remaining Phases of the Project, including equity, loans, credit facilities and other lawful sources of funds; decide on borrowing, and enter into credit agreements, loan agreements, financing arrangements and other related documents.

8. Decide on security measures for the Company's financial obligations in connection with capital mobilization for the implementation of the remaining Phases of the Project, including mortgages, pledges of assets, assets formed in the future and other security measures in accordance with applicable laws.

9. Select contractors and suppliers; negotiate, enter into and perform contracts serving the implementation of the remaining Phases of the Project; and decide on other matters falling within the authority of the Board of Directors during the implementation of the Project.

10. Decide on matters related to investment cooperation, joint ventures and partnerships with capable and experienced partners for the implementation of the whole or any part of the Phuoc An Port Construction Investment Project, in compliance with applicable laws and ensuring the Company's investment efficiency.

11. Organize the effective business operation and exploitation of the Phuoc An Port Construction Investment Project, with an initial focus on effectively operating Phase 1 and the completed and eligible-for-operation components of Phase 2, in order to meet the cargo handling needs of customers in and outside the region, improve investment efficiency and generate benefits for shareholders.

12. Organize the implementation and completion of the construction investment of the remaining Phases of the Project in accordance with the approved schedule, quality requirements, scale, investment efficiency and objectives.

13. Decide on and carry out other relevant tasks and procedures or matters arising during the implementation of the Project and the remaining Phases, which fall within the authority of the Board of Directors, to ensure the Project is implemented in a synchronous, continuous and effective manner, in compliance with applicable laws, the Company's Charter and the policy approved by the General Meeting of Shareholders.

The Board of Directors shall be responsible to the General Meeting of Shareholders for the implementation of the authorized matters and shall report to the General Meeting of Shareholders at its nearest meeting in accordance with applicable regulations.

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve the above matters as the basis for the Board of Directors to organize their implementation.

Respectfully submitted.

Recipients:

- As above;
- PAP Website;
- File: Office, Board of Directors.

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



Nguyễn Thanh Dat