

**EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS  
PETROVIETNAM CAMAU FERTILIZER JOINT STOCK  
COMPANY**

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**AGENDA OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
January 10, 2024**

Period: From 8:00 - 12:00 on January 10<sup>th</sup>, 2024.

Location: Hall of the Company's Office - Ca Mau Petroleum Fertilizer Joint Stock Company, Lot D, Ward 1 Industrial Park, Ngo Quyen Road, Ward 1, Ca Mau City.

Form of meeting: Traditional meeting combined with online participation.

No.	Content	Time
1	Attendance registration for shareholders, delegates, and guests.	8:00-8:30
2	Opening <ul style="list-style-type: none"> <li>- Opening – Introduction of delegates</li> <li>- Report on examination of shareholders' eligibility</li> <li>- Introduction of chairperson, secretary, and approval of the vote counting committee.</li> <li>- Approval of the Agenda.</li> </ul>	8:30-9:00
3	Presentation of Reports by the Board of Directors: <ul style="list-style-type: none"> <li>- Supplementing and adjusting the business lines of the Company</li> <li>- Removing the Charter on organization and operation of the Science and Technology Development Fund</li> <li>- Amendment of the Company's Charter:</li> <li>- Amending and supplementing the internal regulation on company organization</li> <li>- Amending and supplementing the Regulation on operation of the Company's Board of Directors</li> <li>- Proposal for election of the Board of Directors</li> </ul>	10:00-10:20
4	The General Meeting discussed and voted to pass the presented contents, elected members of the Board of Directors	10:20-10:40
5	Break	10:40-11:10
6	Counting votes and announcing results	11:10-11:20
7	Approval of minutes and resolutions of the general meeting	11:00-11:30
8	Closing ceremony	12:00

**GENERAL MEETING'S ORGANIZATION BOARD**

**PART 1.**  
**REGULATION ON**  
**ORGANIZATION OF EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS**  
**OF CA MAU PETROLEUM FERTILIZER JOINT STOCK COMPANY**  
(Traditional meeting combined with electronic voting)

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

**Article 1. Scope**

This Regulation outlines the procedures for convening the Extraordinary General Meeting of Shareholders of Ca Mau Petroleum Fertilizer Joint Stock Company (hereinafter referred to as the “General Meeting”), which will be conducted through a combination of face-to-face attendance and electronic voting by shareholders.

The Regulation specifies the rights and obligations of shareholders and other participants in the General Meeting, as well as the conditions and procedures for its summons.

Shareholders and attending parties shall be responsible for implementing the provisions of this Regulation.

**Article 2. Interpretations of Terminologies**

In this regulation, the following terminologies are interpreted as follows:

- Shareholder: Refers to an individual who owns at least one share of Ca Mau Petroleum Fertilizer Joint Stock Company (Ticker symbol: DCM) and is mentioned in the list of shareholders eligible to attend the General Meeting of Shareholders. This list is finalized on November 23<sup>rd</sup>, 2023, by the Vietnam Securities Depository and Clearing Corporation (VSDC). Alternatively, a shareholder may be a person duly authorized by other shareholders and granted access by Ca Mau Petroleum Fertilizer Joint Stock Company (the Company) to participate in the General Meeting through electronic voting.

- General Meeting: Refers the convened assembly of shareholders, conducted in a traditional format in combination with online participation facilitated by modern communication technologies. This format allows for the transmission of audio and/or visual displays of the General Meeting, enabling shareholders from various locations to participate, observe, discuss, and vote on agenda items.

- Convening venue: Encompasses both the primary location and additional venues. The primary location is where the Chair of the Meeting presides over and conducts proceedings. Other venues are locations where shareholders access the Online system using accounts issued by the Company to participate in the Online General Meeting.

- Electronic voting: Electronic voting refers to the process wherein shareholders/ Authorized representatives cast their votes either prior to or during the General Meeting of Shareholders through ballot voting using an online system.

- Election: Shareholders/ Authorized representatives participate in the election using the cumulative voting method. Under this method, shareholders allocate their votes by entering the number of votes for each candidate or opting for an equivalent method to vote for all candidates, and, subsequently click “Send vote” to save and send the voting results to the system.

- “Equivalent voting”: Refers to a method where a shareholder/ authorized representative aggregates all votes for a single candidate or distributes the votes equally among several or all corresponding candidates. Upon equal allocation, the number of votes allocated to each candidate is rounded down to the unit digit. Any remaining odd ballot (if any) is disregarded and not counted towards any candidate.
- Online system: Refers to the application/ software system/ website utilized by the Company to facilitate the organization of the online General Meeting of Shareholders and electronic voting.
- Registration for the General Meeting: Refers to shareholders utilizing appropriate communication channels to notify the Company of their intent to attend the General Meeting, either personally or through an authorized representative.
- Login details: Consist of a login name (Username/ID) and password, which are provided in the Meeting invitation letter along with a unique OTP code. These credentials are exclusively and uniquely provided by the Company/ Service Distributor to each Shareholder/ Authorized representative, via the Meeting invitation or the registered phone number of the Shareholder/ Authorized representative.
- Opening time of the system: Refers to the specified starting time when shareholders gain access to the online platform. During such period, they can review documents, grant authorization, and submit opinions to the General Meeting.
- Opening time of the voting portal: Refers to the specified starting time during which shareholders can cast their votes on the agenda items outlined for the General Meeting.
- Closing time of the system/ voting: Refers to the specified time at which the online system will cease access, lock voting functionalities, ... This time is determined as outlined in the Notice provided by the Presiding Committee of the General Meeting.
- The acronyms have the following meanings: GMS/ General Meeting: General Meeting of Shareholders; BOD: Board of Directors; Issuing organization/Company: Ca Mau Petroleum Fertilizer Joint Stock Company.

### **Article 3. Requirement for organizing the General Meeting**

The Board of Directors holds the right to determine the format of the General Meeting of Shareholders, which may be conducted either face-to-face, online, or as a combination of both.

For shareholders attending the General Meeting directly, the Organizing Committee of the General Meeting will provide them with login credentials and offer instruction on accessing the system to participate, provide opinions, and conduct electronic voting on agenda items.

In case where shareholders attend in person but lack equipment or are unable to connect to the internet, the Organizing Committee of the General Meeting will supply materials and facilitate voting via ballot papers, enabling shareholders to exercise their rights at the General Meeting. The tallying of votes cast via ballot papers and those sent to the Company by mail within the stipulated timeframe will be conducted in accordance with the regulation outlined in the Law on Enterprises.

The opinions expressed by shareholders, voting results from both in-person and online attendees, as well as votes submitted by post, carry equal value.

## **CHAPTER II RIGHTS AND OBLIGATIONS OF THE SHAREHOLDERS**

## AND THE ATTENDING PARTIES

### Article 4. Rights and obligations of attending shareholders

4.1. All shareholders named in the list of shareholders as of the voting-right conclusion date are entitled to attend the General Meeting. Shareholders may delegate others to attend on their behalf. Authorization can be executed through one of the following methods: Sending an authorization letter to the Company's headquarters; Presenting the authorization letter to the Organizing Committee of the General Meeting when attending in person; Conducting online authorization via the General Meeting system; Scanning the authorization letter and emailing it to the Organizing Committee of the General Meeting at the email address: [ir@pvcfc.com.vn](mailto:ir@pvcfc.com.vn).

Upon completion of authorization in accordance with the provision of this Regulation, the Company will provide an account to the authorized individual for General Meeting attendance and the authorized individual for exercising shareholder rights. If a shareholder does not authorize all of their voting-right shares, the non-authorized shares will be deemed as not attending the General Meeting and will not participate in voting.

4.2. Shareholders are deemed to have attended the General Meeting when the following requirements are met:

- Each shareholder must be provided with an account and password to access the system. The shareholder's login account will be encrypted to ensure the verification of their eligibility to attend. The Company will provide shareholders with their login account and password in the Meeting invitation.

- Shareholders bear the responsibility of maintaining the confidentiality of their login name (Username), passwords/ OTP code provided by the Company. The Issuing Organization shall not be held liable if a shareholder discloses their login/password/OTP details.

- The Organizing Committee of the General Meeting will grant shareholders access to the System, from 08:00 on January 10<sup>th</sup>, 2024.

4.3. Rights and obligations of shareholders when attending the General Meeting:

4.3.1. Rights of shareholders or their authorized representatives:

- a. Shareholders or authorized representatives shall have the right to attend the General meeting, and vote on all issues of the General meeting in accordance with the provisions of the Law on Enterprises and relevant legal documents.

- b. Shareholders attending the General Meeting may access the system at [dcm.bvote.vn](http://dcm.bvote.vn) to participate and vote on agenda items. Shareholders can log in via the following methods:

- Using the Username and OTP code provided to log in the system or;

- Using the Username and password included in the Meeting Invitation to log in the system.

- + Shareholder's username is: ID card number; Citizen identity card number; Business code; Foreign investor code. For authorized individuals, their Username comprises the ID card number, citizen identification card number, and business code.

- + OTP code: Upon entering the correct Username, an OTP code will be sent to the shareholder's or authorized person's phone number. If a shareholder's phone number change, they must inform the Company to update their new contact information.

- + Password: shall be notified to shareholders in the Meeting Invitation.

c. Shareholders and their representatives maintain the right to register to attend the General Meeting and participate in voting on upcoming agenda items. The General Meeting shall not be responsible for pausing or conducting a re-vote on issues that have already been passed, and the efficacy of prior votes shall remain unaffected.

d. Shareholders Shareholders are entitled to authorize others to attend the General Meeting. In the case of an authorized representative who is not a shareholder of the Company, upon receipt of a valid authorization letter from the principal and the authorized party, the Company shall furnish the proxy with a username and login password to exercise the rights and obligations as stipulated in the authorization on behalf of the principal. The Company will provide login information to the authorized representative via email or other means as per the details provided by the principal and the authorized party. Shareholders are fully accountable for the accuracy of the authorization details submitted to the Company. The authorized individual attending the meeting must adhere to the provisions outlined in this Regulation, be subject to oversight by the Presiding Committee, and respect the outcomes of the meeting.

#### 4.3.2. Rights and obligations of shareholders or authorized representatives:

a. During the General meeting, shareholders must follow the instructions of the Presiding Committee, and Organizing Committee of the General Meeting; They must conduct themselves in a civilized and polite manner, while also ensuring order is maintained;

b. Shareholders and delegates are expected to dress appropriately to uphold a sense of politeness and solemnity;

c. Shareholders, participating via Online system, are required to:

- Prepare and use suitable equipment and maintain an internet connection to ensure their participation in the Online General Meeting.

- Safeguard the confidentiality of their login account information, including the username, any other identifiers, and password (if any), to ensure that only the shareholder has access to attend the meeting via the Online system. Shareholders are accountable for ensuring that authorized representatives adhere to the provisions outlined in this Clause, as same as shareholders.

- Assume responsibility for all risks and disputes pertaining to meeting attendance utilizing their shareholder login accounts on the Online System. Attendance at the meeting and voting via the Online system using the correct username, password, and/or other identifiers will be automatically considered as willingly executed by shareholders.

- Regularly update the contact information, such as phone number, contact address, and email address, accurately, completely, and truthfully at the securities depository to ensure the receipt of account notifications. Shareholders bear full responsibility for the accuracy and completeness of this registered information.

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

5.1. The Shareholder Eligibility Verification Committee shall consist of one Head of Committee and a group of members appointed by the Company. The primary function of the Shareholder Eligibility Verification Committee is to verify the eligibility of shareholders or their authorized representatives attending the Online General Meeting, in accordance with the law, the Company's Charter, and this Regulation. Additionally, they are tasked with reporting the results of their verification to the General Meeting.

5.2. Method: The Shareholder Eligibility Verification Committee verifies shareholder

status by examining login information from shareholder accounts, attendance records of in-person attendees, votes submitted by mail, ... This information serves as the basis for determining the number of shareholders present at the General Meeting.

5.3. Shareholder eligibility verification committee has the right to establish a support unit to aid in carrying out their task effectively.

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

6.1. The Vote counting committee consists of one (01) Head of the Committee and other members approved by the General Meeting.

6.2. The Vote Counting Committee has the right to establish a support unit to aid in carrying out their task effectively.

6.3. The Vote Counting Committee shall be responsible for:

- Instructing shareholders on voting methods and election procedures at the General Meeting.
- Recording the voting results of shareholders and their representatives on matters subject to discussion at the General Meeting.
- Compiling and reporting the voting results of General Meeting issues to the Presiding Committee.
- Summarizing the results of vote counting and preparing Minutes of vote counting to approve the submitted contents for approval at the General Meeting.
- Reporting the results of vote counting to the General Meeting;
- Submitting the Minutes of vote counting and all votes to the Secretariat of the General Meeting;
- Working with the Presiding Committee in addressing and resolving any complaints or allegations concerning voting and election results (if any), and reporting these to the General Meeting of Shareholders for determination.
- Undertaking any other tasks assigned by the Presiding Committee.

#### **Article 7. Rights and obligations of the Presiding Committee:**

7.1. The General Meeting Presiding Committee, which is elected and approved by the Meeting, shall comprise of a Chair and members tasked with overseeing the General Meeting.

7.2. Rights and obligations of the Presiding Committee:

- a. Manage the proceedings of the meeting session in accordance with the approved agenda, ensuring the orderly conduct of the General Meeting of Shareholders to meet the wishes of the majority of attending shareholders.;
- b. Appoint the Secretariat and introduce the General Meeting to elect the Vote Counting Committee;
- c. Guide the discussion during the meeting;
- d. Submit drafts of necessary contents for the General Meeting to be voted upon;
- e. Respond to issues raised by shareholders or delegate individuals to respond on their behalf.



7.3. Decisions made by the Chair concerning the order and procedures, or events outside the agenda of the General Meeting, shall be deemed final.

7.4. The Chair shall conduct works deemed necessary to control the meeting in a duly and orderly manner, or for the General meeting to reflect the wishes of the majority of attending shareholders.

7.5. The Chair has the right, without requiring approval from the General Meeting, to postpone the meeting to another time or location at any given time (provided it complies with the provisions stipulated in the Law on Enterprises and the passed Company's Charter); The new time and place will be determined by the Chair, if it is deemed that:

a. The behavior of attending individuals presents an obstruction or potential obstruction to the orderly conduct of the meeting, or

b. Postponement is deemed necessary for the proper conduct of the General Meeting procedures.

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

The Secretariat comprises of one (01) Head of the Committee and members. The Secretariat is tasked with:

- Thoroughly and accurately recording all contents and discussions of the General Meeting, as well as any issues passed or noted by the shareholders during the meeting.;

- Drafting Minutes of the General Meeting and Resolutions pertaining to the matters passed during the General Meeting.;

- Assisting the Presiding Committee in disseminating draft documents, conclusions, and resolutions of the General Meeting, as well as any notifications issued by the Presiding Committee to the shareholders, upon request.

### **CHAPTER III ORDER OF THE GENERAL MEETING**

#### **Article 9. Requirements for conducting the General Meeting**

The General Meeting shall proceed when the number of attending shareholders constitutes more than 50% of the total number of voting-right shares of the Company, as indicated in the shareholder list finalized at the time of conclusion. The Shareholder Eligibility Verification Committee shall announce the number of attending shareholders, the number of shares held by attending shareholders/ their authorized representatives, the total number of voting-right shares, and the percentage of attendance, ensuring compliance with the prescribed regulation for the General Meeting to proceed.

#### **Article 10. Procedure and order of the General Meeting**

- The General Meeting is expected to be conducted in ½ day.

- The General Meeting will deliberate and sequentially approve the items outlined in the agenda of the General Meeting.

#### **Article 11. Presenting opinions at the General Meeting**

11.1. Discussions must adhere strictly to the prescribed time and scope of issues outlined

in the agenda of the General Meeting of Shareholders.

11.2. Based on the number of attending shareholders and the allotted time at the General Meeting, the Presiding Committee may select the method to manage the meeting. Shareholders are expected to engage in discussions under the guidance of the Chair, either in person or online. They may also submit questions to the Presiding Committee via the online system. Only one shareholder is permitted to speak at a time. If multiple shareholders wish to speak simultaneously, the selection and invitation of speakers will be determined by the Presiding Committee.

11.3. Shareholders are urged to express their opinions briefly and focus on the key topics under discussion, as outlined in the approved agenda. The content of shareholders' opinions must comply with the law and fall within the jurisdiction and subject matter of the General Meeting. The Chair retains the right to remind or request shareholders to concentrate on the main points of their opinions to save time and ensure the quality of the discussion.

11.4. The General Meeting agrees that the total duration for a shareholder's speech shall not exceed 2 minutes/turn. If the allotted duration is exceeded, the Chair may request shareholders to submit questions and proposals in writing. The Secretariat of the General Meeting will record these submissions, and the Board of Directors, within its authority, will respond in writing to shareholders as promptly as possible.

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

### 12.1. General principles:

All agenda items in the General Meeting require shareholder approval through voting. Each shareholder is entitled to voting rights corresponding to the number of voting shares (owned or represented).

### 12.2. Form of voting:

For all items, which need to be passed by the General Meeting necessitates electronic voting by shareholders as stipulated. When the Presiding Committee requests votes, shareholders select one of three options: "Approve", "Disapprove" or "Abstain" for each matter.

Shareholders who submit votes by post or attend the General Meeting in person and vote via ballot paper should mark one of the corresponding boxes – "Approve", "Disapprove", or "Abstain" - for each item requiring their opinion.

## **Article 13. Voting**

### 13.1. Time of voting

a. Shareholders can start accessing the online system for electronic voting 03 (three) days prior to the opening date of the General Meeting, i.e. From 00:00 on January 7<sup>th</sup>, 2024, until the Presiding Committee announces the conclusion of voting.

b. Electronic voting can be conducted before the General Meeting takes place and/or at the General Meeting. Shareholders have the right to vote from the opening of the voting portal until the end of voting, as per the notice issued by the Presiding Committee.

c. For shareholders voting by ballot paper, after selecting their voting options, shareholders must sign and provide their full names before casting their votes in the ballot box.

### 13.2. Method of voting

a. When engaging in electronic voting via the Online system, shareholders must adhere to

the obligations outlined in Clause 4.3.2, Article 4 of this Regulation. Each shareholder who logs into the system and casts their vote using the account provided in the Meeting Invitation is considered to have made their decision. Instructions for shareholders to access the system are published on the Company's website and detailed guidance is provided by the Organizing Committee during the General Meeting.

b. The voting results for each issue are calculated based on the total number of shares present at the General Meeting at the time of each vote.

c. Voting method:

- Shareholders or their authorized representatives are required to vote in accordance with Clause 12.2, Article 12 of this Regulation. Shares of any shareholder who does not participate in the voting shall be deemed invalid for the specific matter not voted upon, while other valid voting matters of the shareholder shall remain unaffected.

- Shareholders or their authorized representatives must select the preferred voting plan and then press the "Send vote" button to save and transmit the voting results to the system.

Once a shareholder or their authorized representative has successfully submitted the voting results to the system, they cannot alter the voting outcomes. However, in the event of changes or new matters arising during the General Meeting's organization, shareholders or their authorized representatives must cast additional votes regarding these alterations or new matters. The voting outcome of a shareholder or their authorized representative represents a compilation of the voting results recorded at the conclusion of the voting period, as announced by the Chair during the General Meeting.

Upon the conclusion of the voting session for each matter subject to opinions by the General Meeting of Shareholders, the Online system will be locked, preventing shareholders or their authorized representatives from voting on the locked item. Voting results for each matter will be reported by the Vote Counting Committee at the General Meeting in accordance with the provisions outlined in this Regulation.

d. Prior to the conclusion of the voting session, shareholders may only know the results of their individual voting. The voting outcomes for each matter of the General Meeting will be disclosed by the Vote Counting Committee to all attendees at the General Meeting of Shareholders, in accordance with the agenda of the General Meeting.

e. While overseeing the meeting, the Chair is responsible for announcing the conclusion of the voting session on the System, enabling shareholders to exercise their rights. If shareholders encounter any issues with electronic voting, they can contact the support information provided in the Meeting Invitation Notice for guidance and assistance in completing the voting.

13.3. Validity of voting ballot: A valid ballot is one cast by a shareholder or their authorized representative participating in the voting process, selecting a voting or election option, and successfully submitting it to the system.

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

14.1. The voting results are calculated by the number of shares participating in electronic voting and the number of shares participating in voting by ballot paper (if applicable).

14.2. The Vote counting committee is responsible for summarizing, tallying votes, preparing the Minutes of vote counting, and announcing the results of vote counting prior to the

General Meeting.

### **Article 15. Adoption of Decisions of the General Meeting of Shareholders**

15.1. Resolutions concerning matters submitted to the General Meeting of Shareholders shall be adopted if they are approved by shareholders representing more than 50% of the total number of votes cast by all attending shareholders.

15.2. Resolutions regarding matters specified in Clause 1, Article 148 of the Law on Enterprises 2020 shall be adopted if they are approved by shareholders representing 65% of the total number of votes cast by all shareholders attending the meeting and voting.

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

The proceedings of the general meeting of shareholders must be documented in written minutes, audio recordings, visual recordings, or other electronic formats. The minutes should be recorded in Vietnamese or another language and should include the following key details:

- a. Name, headquarters address, enterprise code;
- b. Date, time, and location of the General Meeting;
- c. Agenda and contents of the meeting;
- d. Full name of the chair and secretary;
- e. Summary of the meeting proceedings and any opinions expressed by shareholders for each agenda item;
- f. Number of shareholders and total number of votes held by attending shareholders, along with an appendix listing registered shareholders and their attending representatives, including the corresponding number of shares and votes;
- g. Total number of votes cast for each agenda item, specifying the voting method, number of valid and invalid votes, and the count of “Approve,” “Disapprove,” and “Abstain” votes; and the respective proportions to the total number of votes held by attending shareholders;
- h. Matters which have been passed and respective proportion of “Approve” votes;
- i. Signatures of the Chair and Secretary.

16.2. The Minutes of the General Meeting must be finalized and approved prior to the adjournment of the General Meeting.

16.3. The Chair and Secretary of the General Meeting are jointly accountable for ensuring the truthfulness and accuracy of the contents of the Minutes of the General Meeting.

The Minutes of the General Meeting must be uploaded to the Company’s website within 24 hours following the conclusion of the meeting.

The minutes of General Meetings of Shareholders, appendix attendance list of shareholders, adopted resolutions and relevant documents enclosed to meeting invitations are archived at the Headquarters of the Company.

### **Article 17. In the event of an unsuccessful meeting**

17.1. In case the first meeting fails to meet the requirements stipulated in Article 9 of this Regulation, the General Meeting of Shareholders may convene a second meeting within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall proceed if shareholders attending the meeting represent at least 33% of the total voting shares.

17.2. In case the second convened meeting fail to meet the criteria outlined in Clause 1 of this Article, the General Meeting of Shareholders shall be convened for the third time within 20 days from the intended date of the second meeting. In this scenario, the General Meeting of Shareholders will be held irrespective of the total number of votes held by attending shareholders.

#### **CHAPTER IV IMPLEMENTATION TERMS**

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

18.1. This Regulation comprises 4 chapters and 18 articles and shall take effect immediately upon adoption by the General Meeting of Shareholders.

18.2. Shareholders, representative organizations, individuals, and organizations participating in the General Meeting of Ca Mau Petroleum Fertilizer Joint Stock Company are obligated to adhere to the provisions set forth in this Regulation.

**ON BEHALF OF GENERAL  
MEETING OF SHAREHOLDERS,  
CHAIR, CHAIRMAN OF THE  
BOARD**

**Tran Ngoc Nguyen**

**PART 2.**  
**MEMBERS OF THE BOARD ELECTION REGULATION**  
**Extraordinary General Meeting of Shareholders on January 10<sup>th</sup>, 2024**

This Regulation was ratified by the General Meeting of Shareholders (GMS) of Ca Mau Petroleum Fertilizer Joint Stock Company to govern the election of members of the Board of Directors (BOD) at the Extraordinary General Meeting of Shareholders on January 10<sup>th</sup>, 2024, containing the following provisions:

**1. Principles of voting and the right to vote at the General Meeting of Shareholders**

**1.1. Principles**

The election of BOD members shall be conducted according to the following principles:

- Compliance with applicable Vietnamese laws concerning enterprises and securities;
- Adherence to the Company's applicable charter.
- Ensure the transparency, democracy and legitimate rights of all shareholders.

**1.2. Person with the right to vote**

The persons who are eligible to vote at the General Meeting of Shareholders include shareholders with voting rights or their duly authorized representatives (*according to the shareholder list of the Company prepared by the Vietnam Securities Depository and Clearing Corporation on the final registration date of November 23<sup>rd</sup>, 2023*) present at the General Meeting of Shareholders.

**2. Number, requirements and standards of BOD members**

**2.1. Number of BOD members for election**

The Board of Directors (BOD) of the Company comprises 07 members, of which BOD member Tran My submitted a resignation letter effective August 1<sup>st</sup>, 2023, and will retire according to the established regime. Additionally, BOD member Tran Ngoc Nguyen's term will conclude on January 10<sup>th</sup>, 2024.

In order to replenish the BOD membership as required, shareholders of the Company will elect 02 new BOD members for a maximum term of 5 years (from January 10<sup>th</sup>, 2024 to January 10<sup>th</sup>, 2029) during the Extraordinary General Meeting of Shareholders in 2023.

**2.2. Requirements for Nomination, Candidacy, and Standards of BOD members**

Individuals self-nominating or nominated for election to the BOD must fulfill the criteria and conditions for BOD membership and the following requirements for candidacy/nomination:

- BOD members must satisfy the conditions outlined in Clause 1, Article 155 of the Law on Enterprises dated June 17<sup>th</sup>, 2020.;
- They must possess professional capabilities and experience in business administration or within the Company's business sectors.
- Candidates self-nominating as individual shareholders must hold at least 10% of the total voting shares of the Company as of the closing date of the shareholder list entitled to attend the Extraordinary General Meeting of Shareholders 2023 (November 23<sup>rd</sup>, 2023). Nominated individuals must be proposed by a shareholder or group of shareholders holding at least 10% of the

total voting shares of the Corporation by the closing date of the shareholder list for the Extraordinary General Meeting of Shareholders 2023 (November 23<sup>rd</sup>, 2023).

- Self-nominated and nominated candidates (referred to as Candidates) must submit valid and timely candidacy dossiers as stipulated.

### **2.3. Compilation of the List of BOD candidates**

Following the deadline for receiving candidacy and nomination dossiers, the incumbent BOD collates a list of qualified candidates to be announced to shareholders as stipulated.

In case the number of candidates for the BOD, through both nomination and candidacy, remain insufficient, the incumbent BOD reserves the right to nominate additional candidates following the outlined mechanism:

- Candidates must ensure they meet all criteria and requirements to become a BOD member.
- Candidates must provide a complete candidate dossier.

The list of valid candidates must receive approval from the GMS before the election is held. Voting on the list of candidates will be conducted through electronic voting.

## **3. Dossiers and Deadline for Receiving Nomination/Candidacy Dossiers for BOD Voting**

### **3.1. Dossiers for BOD nomination/candidacy include:**

- An application for joining the BOD, containing the candidate's commitment to diligently and honestly fulfill the duties of a BOD member if elected (as per the attached form);
- A self-declared curriculum vitae provided by the candidate (as per the attached form).
- A share certificate held by the nominating shareholder (if self-nominated) or by the shareholder or group of shareholders nominating the candidate, or an equivalent document from the securities company where the shareholder(s) open an account or from the Vietnam Securities Depository and Clearing Corporation (as of November 23<sup>rd</sup>, 2023 - the closing date of the shareholder list for the Extraordinary General Meeting of Shareholders).
- Minutes of the group meeting for nomination + list of shareholder groups (if the candidate is nominated by a group of shareholders).
- Notarized copies of ID card/Citizen identity card/Passport and professional qualifications.

### **3.2. BOD's nomination/candidacy dossiers receiving period**

The Company has published information about the candidacy for a BOD member on the Company's portal, whereby the application for nomination/candidacy can be submitted in person or sent by registered mail to the Company's headquarters before 17:00 on December 31<sup>st</sup>, 2023 (10 days before the opening date of the meeting).

Shareholders may also submit their candidacy dossiers before the General Meeting or nominate candidates directly at the meeting.

Only dossiers that meet the requirements and candidates who meet the corresponding requirements for BOD membership will be included in the list of candidates announced at the GMS.

### **3. Election method**

The election of BOD members will be conducted through cumulative voting, as follows:

- Each shareholder or authorized person will possess a total number of voting rights

equivalent to the total number of voting shares (including owned and authorized shares) multiplied by the number of BOD members expected to be elected;

- Shareholders or authorized persons may allocate all their votes to 01 candidate or distribute them among multiple candidates. However, each shareholder or authorized person may only vote for a maximum of 2 BOD candidates from their authorized candidates' list.

#### **4. Election procedure**

- Shareholders attending the meeting will conduct election voting by accessing the system using the Account and Password provided by the Organizing committee upon registration.

- When casting a vote, each shareholder's votes for each candidate will be recorded on the system based on the number of votes entered directly for such candidate, or divided equally among one/ multiple candidates selected by the shareholder.

- Once the voting period concludes, the Company's electronic voting system will promptly register the election results.

#### **5. Vote counting committee, voting order, and counting**

- a. The Vote counting committee comprises 3 individuals nominated by the Chair of the General Meeting of Shareholders and approved by the General Meeting of Shareholders. Members of the Vote counting committee must not be listed as candidates for the BOD or nominated to it.

- b. The Vote Counting Committee holds the following key responsibilities:

- Providing guidance and summarizing election regulation.;

- Checking and supervising shareholder and shareholder representative voting.

- Conducting the vote counting process.

- Compiling minutes of the vote counting and announcing such minutes before the GMS.

- Delivering the minutes and election results to the Chair.

- c. The Vote Counting Committee must ensure the accuracy and confidentiality of the election and vote counting processes. Any breach of confidentiality by the committee will result in liability. Following the vote count, the committee must prepare minutes of the vote counting results and announce them before the GMS.

#### **6. Principles for determining the election results of BOD members**

- The BOD members are elected based on the number of votes, from the highest to the lowest, starting with the candidate who receives the highest number of votes, until the required number of members specified in this Regulation is met. The elected members must collectively represent over 50% of the total number of voting shares held by all shareholders and their authorized representatives.

**Formula:**  $\text{Vote ratio} = (\text{Total number of votes for the candidate} / \text{Total number of voting shares eligible to attend the meeting}) \times 100\%$ .

- If two or more candidates receive an equal number of votes, and the number of elected candidates needs to be reduced, a re-election will be conducted among the candidates with the same number of votes.

#### **7. Resolution of complaints concerning voting and vote counting**



- In case shareholders file complaints or request a review of the election results, the incumbent Supervisory Committee will conduct a direct re-evaluation. If deliberate errors or fraud are detected during the vote count, the Vote counting committee will bear full responsibility.

- The Chair of the General Meeting of Shareholders will oversee the response and resolution of complaints related to elections and vote counting, which will be documented in the Minutes of the General Meeting of Shareholders.

**8. Governing validity**

- This Regulation becomes effective upon approval by the General Meeting of Shareholders of the Company. The Organizing committee and relevant departments within the Company are tasked with implementing the provisions outlined in this Regulation.

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### **PART 3**

#### **PROPOSAL**

**Regarding the amendment and supplementation of business lines; the Company's Charter; Operation regulation of the Board of Directors; Internal regulation on corporate governance and annulment of the Charter on organization and operation of the Science and Technology Development Fund of Ca Mau Petroleum Fertilizer Joint Stock Company**

To: General Meeting of Shareholders

Ca Mau Petroleum Fertilizer Joint Stock Company

Pursuant to the Law on science and technology no. 29/2013/QH13 dated June 18<sup>th</sup>, 2013;

Law on Securities no. 54/2019/QH14 dated November 26<sup>th</sup>, 2019

Pursuant to the Law on investment no. 61/2020/QH14 dated June 17<sup>th</sup>, 2020;

Pursuant to the Law on Enterprises no. 59/2020/QH14 dated June 17<sup>th</sup>, 2020.

Pursuant to Decree no. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing several articles of the Law on Securities;

Pursuant to Decree no. 01/2021/ND-CP dated January 04<sup>th</sup>, 2021 on enterprise registration

Pursuant to Circular No. 116/2020/TT-BTC dated December 31<sup>st</sup>, 2020 providing guidelines on company administration, applied to public companies as per Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 detailing the regulation on implementation of several articles of the Law on Securities;

Pursuant to Decision no. 27/2018/QD-TTg dated July 6<sup>th</sup>, 2018 of the Prime Minister promulgating the Vietnam Standard Industrial Classification,

Based on the Charter of Ca Mau Petroleum Fertilizer Joint Stock Company (PVCFC) approved by the General Meeting of Shareholders (GMS) on June 12<sup>th</sup>, 2023.

The Board of Directors hereby submits to the General Meeting of Shareholders for adoption the amendment and supplementation of business lines; the Company's Charter; the Operation Regulation of the Board of Directors; Internal regulation on corporate governance and annulment of the Charter on organization and operation of the Science and Technology Development Fund of Ca Mau Petroleum Fertilizer Joint Stock Company according to the attached appendix.

Best regards./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Ngoc Nguyen**

**APPENDIX:  
AMENDMENTS, SUPPLEMENTS, AND ANNULMENTS**

**I. AMENDING AND SUPPLEMENTING BUSINESS LINES OF THE COMPANY**

**1. Supplement to the following business lines:**

- Industry code no. 7310: Advertising.

*Details: Details: Providing, designing, and executing advertising on websites and application software for electronic and handheld devices.*

- Reason for proposing supplemental registration:

After a period of testing and launching the agricultural support application 2Nong, which has garnered 70,000 downloads and registrations with monthly visits exceeding 10,000, and over 300,000 followers across intermediate platforms (Facebook, Youtube, Tiktok, Zalo OA) generating 20,000,000 to 30,000,000 views per month. These online platforms present an opportunity for advertising to generate revenue and support PVCFC’s agricultural solutions business.

However, maintaining the content and systems of these platforms requires substantial resources from PVCFC. Therefore, the addition of advertising capabilities aims to offset some of the costs associated with platform maintenance, thereby enhancing PVCFC’s operational efficiency.

Aligned with PVCFC’s strategic direction, the 2Nong application is envisioned to evolve into an agricultural forum facilitating digital interactions among farmers. Advertising and product sales on this platform could enhance user engagement, incentivizing users to adopt digital purchasing behaviors. This transformation would promote PVCFC’s digitalization efforts in the agricultural sector and integrate in-app advertising seamlessly into the user experience, adding further value.

**2. Amendments to business line details of the Company:**

Based on the registered business lines of the Company, including the level-4 industry code, including: Industry code 5224: cargo handling; Industry code 4791: retail sale via mail order houses or via Internet; Industry code 7120: Technical testing and analysis; Industry code 7830: provision and management of human resources.

However, level-4 industry codes do not preclude specific business line categories with restricted market access for foreign investors as stipulated by the law. To align with the Company’s actual operations and adhere to the maximum foreign ownership limit of 49%, PVCFC must revise the details of the Company’s business lines that have not been accessible to foreign investors in compliance with applicable legal requirements. Particularly, the adjustments are as follows:

<b>No.</b>	<b>Current registered business lines</b>	<b>Registered business lines after adjustment</b>
1.	Industry code 5224: Cargo handling.	Industry code 5224: Cargo handling. Details: Loading and unloading services <i>(Except for services offered at airports and airports)</i>

2.	<p>Industry code 4791: Retail sale via mail order houses or via Internet</p> <p>Details: Trading business via electronic transactions.</p>	<p>Industry code 4791: Retail sale via mail order houses or via Internet</p> <p>Details: Trading business via electronic transactions.</p> <p><i>(Except for the exercise of the right to export, import, distribute goods pertaining to the List of goods invested by foreign investors, foreign-invested economic organizations are not allowed to exercise the right to export, import, distribute.)</i></p>
3.	<p>Industry code 7120: Technical testing and analysis</p>	<p>Industry code 7120: Technical testing and analysis</p> <p><i>(Except for inspection (inspection, testing) and certification services for transport vehicles including systems, components, equipment, and vehicle parts.).</i></p>
4.	<p>Industry code 7830: Provision and management of human resources</p> <p>Details: Provision of personnel for operating, inspecting, and repairing machinery and electrical production systems.</p>	<p>Industry code 7830: Provision and management of human resources</p> <p>Details: <i>Provision of personnel for operating, inspecting, and repairing machinery and electrical production systems (Except for the service of arranging workers to work abroad under contracts).</i></p>

## II. AMENDMENTS AND SUPPLEMENTS TO THE COMPANY’S CHARTER;

Amending Article 47 as follows:

### Article 47. Fund extraction and establishment

The Company extracts an amount for the fund in accordance with the provisions of the Company’s Charter, the law, and the decision of the General Meeting of Shareholders.

*This content is amended to*

*“Annually, the Company shall extract an amount for the fund from **profit after tax** in accordance with the provisions of the law and resolutions of the General Meeting of Shareholders.”*

- Reason for amendment: This adjustment aims to transfer the authority to approve the annual extraction rate for the Company’s Science and Technology Development Fund from the General Meeting of Shareholders to the Board of Directors. This change allows the Board of Directors to flexibly handle and decide the annual appropriation rate of PVCFC in accordance with legal provisions.

## III. AMENDING AND SUPPLEMENTING THE INTERNAL REGULATION ON CORPORATE GOVERNANCE.

In accordance with the authorization granted by the General Meeting of Shareholders through Resolution No. 1462/NQ-PVCFC of the Annual General Meeting of Shareholders, on June

12<sup>th</sup>, 2023, the Board of Directors of the Company has revised, amended, and issued the Internal Regulation on Corporate Governance as per Decision No. 1824/QD-PVCFC dated July 18<sup>th</sup>, 2023, incorporating the following adjustments:

- Supplementing Points c and d to Clause 1, Article 15: Procedures and order for the nomination, candidacy, and organization of elections for members of the Board of Directors;

- Supplementing Clause 3, Article 16: Procedures for the dismissal and removal of BOD members.

No.	Current content	Revised content	Reasons
1	<p><b>Article 15: Procedures and order of nomination, candidacy, and election of BOD members</b></p> <p>1. Term, composition, and number of BOD members:</p> <p>a. The term, composition, and number of BOD members are stipulated in Article 25 of the Company’s Charter.</p> <p>b. The composition of the Board of Directors consistently aims to ensure diversity in gender, age, industry, and expertise, aligning with the Company’s development strategy.</p>	<p><b>Supplementing Points c and d, Clause 1, Article 15 on procedures and order of nomination, candidacy, and election of BOD members:</b></p> <p>1. Term, composition, and number of BOD Members:</p> <p>a. The term, composition, and number of BOD members are stipulated in Article 25 of the Company’s Charter.</p> <p>b. The composition of the Board of Directors consistently aims to ensure diversity in gender, age, industry, and expertise, aligning with the Company’s development strategy.</p> <p>c. The structure of the BOD of the Company must ensure that at least one-third (1/3) of the total BOD members are non-executive members to ensure the independence of the BOD.</p> <p>d. The total number of independent members of the Board of Directors must be ensured to be at least one (01) person if the number of members of the Board of Directors is five (05) people, and at least two (02) people if the number of members of the Board of Directors is from six (06) to seven (07) people.</p>	<p>Providing further clarity on the composition of the BOD in accordance with Clause 5, Article 25 of the Company’s Charter:</p>
2	Not specified	<p><b>Supplementing Clause 3, Article 16: Procedures for the dismissal and removal of BOD members</b></p>	<p>Supplementing the provisions on election, dismissal and</p>

No.	Current content	Revised content	Reasons
		<p>3. Election, dismissal and removal of the Chairman of the Board:</p> <p>a. The Chairman of the Board shall be elected, relieved of duty, or dismissed by the Board of Directors from among the BOD members.</p> <p>b. In the event that the Chairman of the Board resigns or is dismissed, the Board of Directors must elect another person within 10 days from the date of receipt of the resignation application or dismissal decision. During the absence of the Chairman of the Board, the remaining members shall elect one of the temporary members from the date according to the minutes of the meeting to perform the duties, powers, and responsibilities of the Chairman of the Board. This election shall be based on the principle that the majority of the remaining members agree, until a decision is reached by the Board of Directors.</p> <p>c. In the event that the Chairman of the Board is absent or unable to execute his/her duties, he/she shall provide a written authorization to another member to perform the rights and obligations of the Chairman of the Board in accordance with the principles stipulated in the Company's Charter. In the absence of an authorized person or if the Chairman of the Board deceases, goes missing, remains in detention, serves a prison sentence, serves administrative sanction at a compulsory detoxification establishment or compulsory education establishment, escapes from residence, is under restriction or incapability of civil acts, has difficulty in understanding or controlling his/her actions, is prohibited by court from holding positions, or is prohibited from practicing or working, the remaining members shall appoint one of the members to temporarily hold a position of the Chairman of the Board or perform missions, powers, responsibilities of the Chairman of the Board, from the date stated in the minutes of</p>	<p>removal of the Chairman of the Board in accordance with Article 28 of the Company's Charter and the provisions of Circular 116/2020/TT-BTC</p>

No.	Current content	Revised content	Reasons
		the task implementation meeting, determined by the majority vote from the remaining members, until a new decision is made by the Board of Directors.	
3		<b>Correction of spelling and restructuring several terms, as well as adjusting vocabularies</b>	

#### **IV. AMENDING AND SUPPLEMENTING THE OPERATION REGULATION OF THE BOARD OF DIRECTORS**

In accordance with the authorization granted by the General Meeting of Shareholders through Resolution No. 1462/NQ-PVCFC of the Annual General Meeting of Shareholders, on June 12<sup>th</sup>, 2023, the Board of Directors of the Company has revised, amended, and issued the Internal Regulation on Corporate Governance as per Decision No. 1824/QD-PVCFC dated July 18<sup>th</sup>, 2023, incorporating the following adjustments:

- Adjusting Clause 2, Article 1: Scope of adjustment and subjects of application;
- Supplementing Clauses 5, 6, 7, 8, 12 and 13 of Article 2: Interpretations of terminologies;
- Adjusting Clauses 1, 14, 15 of Article 2: Interpretations of terminologies;
- Adjusting and supplementing Clause 1, Article 3: Operating principles of the BOD;
- Adjusting and supplementing Clause 2, Article 5: Right to provide information of BOD members;
- Adjusting and supplementing Clauses 4, 5 of Article 8: Chairman of the Board;
- Supplementing Point c, Clause 1, Article 9: Dismissal, removal, replacement and addition of BOD members;
- Supplementing Point b, Clause 4, Article 9: Dismissal, removal, replacement and addition of BOD members;
- Adjusting and supplementing Clause 3, Article 10: Method of election, dismissal and removal of BOD members;
- Adjusting and supplementing Point g, Clause 1, Article 11: Notification on election, dismissal and removal of BOD members;
- Adjusting of Clause 1, Article 12: Rights and obligations of the BOD;
- Adjusting and supplementing Points h, m, r, s, u, Clause 2, Article 12: Rights and obligations of the BOD;
- Adjusting of Clause 3, Article 12: Rights and obligations of the BOD;
- Supplementing Clause 5, Article 12: Rights and obligations of the BOD;
- Amending Clause 1, Article 15: Committees and departments under the BOD;

- Amending Clause 2, Article 16: Reporting information regime;
- Amending Point a, Clause 4, Article 17: Evaluation, training and planning of succession planning team;
- Amending Clause 5, Article 17: Evaluation, training and planning of succession planning team;
- Adjusting and restructure the Clauses of Article 18: BOD’s meeting in accordance with the form of Regulation in Circular 116/2020/TT-BTC.

No.	Current content	Revised content	Reasons
1.	<p><b>Clause 1.2, Article 1. Scope of adjustment and subjects of application</b></p> <p>1.2. Subjects of application: This Regulation applies to the Board of Directors, the General Director, Boards/Offices/Centers, affiliated units, and representatives of the Company in other enterprises.</p>	<p><b>Clause 2, Article 1. Scope of adjustment and subjects of application</b></p> <p>2. Subjects of application: This Regulation applies a to the Board of Directors, the Executive Committee, the Chief Accountant and relevant individuals, departments and units.</p>	<p>Adjustments for operational convenience and applicability.</p>
2.	<p><b>Article 2. Interpretations of Terminologies</b></p> <p>Not specified</p>	<p><b>Supplementing Clauses 5, 6, 7, 8, 12 and 13 of Article 2. Interpretations of Terminologies</b></p> <p>5. “Affiliated unit” refers to the collective term consisting of the branches and representative offices of the Company, and the Ca Mau Fertilizer Plant.</p> <p>6. “Member units of the Company” are enterprises in which the Company holds shares, contributed capital, or possesses controlling rights.</p> <p>7. “Committee” denotes the umbrella term for the offices and functional committees within the Company.</p> <p>8. “Representative of the Company in member units” is the individual designated by the Company to join the Board of Directors, executive committee, Supervisory Committee, chief accountant in units where the Company holds contributed capital.</p> <p>12. “Law on Enterprises” refers to Law on Enterprises dated June 17<sup>th</sup>, 2020.</p>	<p>Supplementing these definitions as per the Company’s Employee Policy and Regulation.</p>



No.	Current content	Revised content	Reasons
		13. "Law on Securities" refers to Law on Securities dated November 26 <sup>th</sup> , 2019.	
3.	<p><b>Article 2. Interpretations of Terminologies</b></p> <p>2.9. "Relevant persons" are individuals or organizations as stipulated in Clause 23, Article 4 of the Law on Enterprises.</p> <p>2.10. "The corporation managers" encompass the Chairman of the Board, BOD members, General Director, Deputy General Director, Chief Accountant, and other individuals occupying managerial roles as outlined in the Company's Charter..</p>	<p><b>Adjusting Clauses 1, 14 and 15 of Article 2. Interpretations of Terminologies</b></p> <p>14. "Relevant persons" are individuals or organizations as stipulated in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities.</p> <p>15. "The corporation managers" encompass the Chairman of the Board, BOD members, General Director, Deputy General Director, Chief Accountant.</p>	Amending and supplementing in accordance with the provisions of Points h and g, Clause 1, Article 1 of the Company's Charter approved at the General Meeting of Shareholders on June 12 <sup>th</sup> , 2023.
4.	<p><b>Clause 1, Article 3. Operating principles of the BOD</b></p> <p>1. The Board of Directors operates in accordance with the collective principles. Each BOD member holds personal accountability for the execution of their designated duties. Simultaneously, all members are accountable to the General Meeting of Shareholders and the law for the Resolutions/ Decisions made by the Board of Directors.</p>	<p><b>Clause 1, Article 3. Operating principles of the BOD</b></p> <p>1. The Board of Directors operates in accordance with the collective principles. Each BOD member holds personal accountability for the execution of their designated duties. Simultaneously, all members are accountable to the General Meeting of Shareholders and the law for the Resolutions/ Decisions made by the Board of Directors concerning the company growth.</p>	Supplementing for clarity according to the regulation of the Circular no. 116/2020/TT-BTC.
5.	<p><b>Clause 5.2, Article 5 Right to provide information by the BOD members</b></p> <p>5.2. Managers who are required must provide current, comprehensive and accurate information and documents at the request of members.</p>	<p><b>Clause 2, Article 5. Article 5 Right to provide information by the BOD members</b></p> <p>2. Managers who are required must provide current, comprehensive and accurate information and documents at the request of members. The order and procedures for requesting and providing information as stipulated in the company's charter.</p>	Supplementation for operational convenience and applicability.
6.	<p><b>Clauses 8.4, 8.5 of Article 8. Chairman of the Board</b></p>	<p><b>Adjusting Clauses 4, 5 of Article 8. Chairman of the Board</b></p>	Supplementing according to Clauses 4 and 5, Article 28 of the

No.	Current content	Revised content	Reasons
	<p>8.4. In case the Chairman of the Board resign, be dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal or removal decision. In the Chairman's absence, the remaining members shall elect a temporary replacement, with the majority of remaining members in agreement, to fulfill the duties, powers, and responsibilities of the Chairman of the Board until a decision is made by the Board of Directors.</p> <p>8.5. In the event that the Chairman of the Board is absent or unable to execute his/her duties, he/she shall provide a written authorization to another member to perform the rights and obligations of the Chairman of the Board in accordance with the principles stipulated in the Company's Charter. In the absence of an authorized person or if the Chairman of the Board deceases, goes missing, remains in detention, serves a prison sentence, serves administrative sanction at a compulsory detoxification establishment or compulsory education establishment, escapes from residence, is under restriction or incapability of civil acts, has difficulty in understanding or controlling his/her actions, is prohibited by court from holding positions, or is prohibited from practicing or working, the remaining members shall appoint one of the members to temporarily hold a position of the Chairman of the Board or perform missions, powers,</p>	<p>4. In case the Chairman of the Board resign, be dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal or removal decision. In the Chairman's absence, the remaining members shall elect a temporary replacement, from the date stated in the minutes of the task implementation meeting, with the majority of remaining members in agreement, to fulfill the duties, powers, and responsibilities of the Chairman of the Board until a decision is made by the Board of Directors.</p> <p>5. In the event that the Chairman of the Board is absent or unable to execute his/her duties, he/she shall provide a written authorization to another member to perform the rights and obligations of the Chairman of the Board in accordance with the principles stipulated in the Company's Charter. In the absence of an authorized person or if the Chairman of the Board deceases, goes missing, remains in detention, serves a prison sentence, serves administrative sanction at a compulsory detoxification establishment or compulsory education establishment, escapes from residence, is under restriction or incapability of civil acts, has difficulty in understanding or controlling his/her actions, is prohibited by court from holding positions, or is prohibited from practicing or working, the remaining members shall appoint one of the members to temporarily hold a position of the Chairman of the Board or perform missions, powers, responsibilities of the Chairman of the Board, from the date stated in the minutes of the task implementation meeting, determined by the majority vote from the remaining</p>	<p>Company's Charter adopted by the General Meeting of Shareholders on June 12<sup>th</sup>, 2023</p>

No.	Current content	Revised content	Reasons
	responsivities of the Chairman of the Board, determined by the majority vote from the remaining members, until a new decision is made by the Board of Directors.	members, until a new decision is made by the Board of Directors.	
7.	<p><b>Clause 1, Article 9. Dismissal, removal, replacement and addition of BOD members</b></p> <p>1. The General Meeting of Shareholders shall dismiss a BOD member in the following cases:</p> <p>a. Failing to meet standards and conditions as defined in Article 155 of this Law;</p> <p>b. Having submitted a resignation letter which is approved;</p>	<p><b>Supplementing Point c, Clause 1, Article 9. Dismissal, removal, replacement and addition of BOD members</b></p> <p>1. The General Meeting of Shareholders shall dismiss a BOD member in the following cases:</p> <p>a. Failing to meet standards and conditions as defined in Article 155 of this Law;</p> <p>b. Having submitted a resignation letter which is approved</p> <p>c. Other cases outlined in the company’s charter.</p>	Supplementation for operational convenience and applicability
8.	<p><b>Clause 4, Article 9. Dismissal, removal, replacement and addition of BOD members</b></p> <p>4. The BOD must convene a General Meeting of Shareholders to elect additional members to the BOD in the following cases:</p> <p>a. If the number of BOD members decreases by more than one-third compared to the number specified in the Company’s charter, the BOD shall convene a General Meeting of Shareholders within sixty days from the date the number of members is reduced by more than one-third (1/3).</p> <p>b. Except for the case specified at Point a of this Clause, the General Meeting of Shareholders shall appoint a new member to replace the dismissed or removed BOD member at the latest meeting.</p>	<p><b>Supplementing Point b, Clause 4, Article 9. Dismissal, removal, replacement and addition of BOD members</b></p> <p>4. The BOD must convene a General Meeting of Shareholders to elect additional members to the BOD in the following cases:</p> <p>a. If the number of BOD members decreases by more than one-third compared to the number specified in the Company’s charter, the BOD shall convene a General Meeting of Shareholders within sixty days from the date the number of members is reduced by more than one-third (1/3).</p> <p>b. The number of independent BOD members decreases and fails to meet the ratio specified in Point b, Clause 1, Article 137 of the Law on Enterprises,</p> <p>c. Except for the case specified at Point a of this Clause, the General Meeting of</p>	Supplementing according to Point b, Clause 4, Article 8 of the Regulation of Circular no. 116/2020/TT-BTC

No.	Current content	Revised content	Reasons
		Shareholders shall appoint a new member to replace the dismissed or removed BOD member at the latest meeting.	
9.	<p><b>Clause 10.3 of Article 10. The method for appointing, dismissing and removing BOD members</b></p> <p>10.3. The process for appointing BOD members must adhere to the cumulative voting method. Under this method, each shareholder possesses a total number of votes equal to the total number of shares they own multiplied by the number of BOD members to be appointed. Shareholders have the right to allocate their total votes among one or multiple candidates. The selection of BOD members is based on the descending order of votes, starting with the candidate receiving the highest number of votes until the required number of members is reached, as stipulated in the Company's charter. In the event that 02 or more candidates receive an equal number of votes for the last vacant position on the BOD, a re-election will be conducted among the tied candidates or they will be selected based on election criteria regulation.</p>	<p><b>Clause 3 of Article 10. The method for appointing, dismissing and removing BOD members</b></p> <p>3. The process for appointing BOD members must adhere to the cumulative voting method. Under this method, each shareholder possesses a total number of votes equal to the total number of shares they own multiplied by the number of BOD members to be appointed. Shareholders have the right to allocate their total votes among one or multiple candidates. The selection of BOD members is based on the descending order of votes, starting with the candidate receiving the highest number of votes until the required number of members is reached, as stipulated in the Company's charter. In the event that 02 or more candidates receive an equal number of votes for the last vacant position on the BOD, a re-election will be conducted among the tied candidates or they will be selected based on election criteria regulation or Company's charter.</p>	Supplementation for operational convenience and applicability
10.	<p><b>Point g, Clause 11.1, Article 11. Notification on election, dismissal and removal of BOD members</b></p> <p>11.1. Upon determination of BOD candidates, the Company is obligated to disclose relevant information about these candidates on its website at least 21 days prior to the opening date of the General Meeting of Shareholders. This allows shareholders to learn more information on such candidates</p>	<p><b>Point g, Clause 1, Article 11. Notification on election, dismissal and removal of BOD members</b></p> <p>1. Upon determination of BOD candidates, the Company is obligated to disclose relevant information about these candidates on its website at least 21 days prior to the opening date of the shareholders to learn more information on such candidates before voting. BOD candidates are required to provide a</p>	Adjusting to the wordings for clarity according to the regulation of the Circular no. 116/2020/TT-BTC.

No.	Current content	Revised content	Reasons
	<p>before voting. BOD candidates are required to provide a written commitment attesting to the accuracy and integrity of their personal information. Additionally, they must commit to executing their duties with honesty, diligence, and in the best interests of the Company should they be appointed as BOD members. The disclosed information pertaining to BOD candidates must include details regarding:</p> <p>.....</p> <p>g. Information concerning the companies in which the candidate holds managerial positions and any vested interests related to the candidate's company (if any).</p>	<p>written commitment attesting to the accuracy and integrity of their personal information. Additionally, they must commit to executing their duties with honesty, diligence, and in the best interests of the Company should they be appointed as BOD members. The disclosed information pertaining to BOD candidates must include details regarding:</p> <p>.....</p> <p>g. Divulging information concerning the companies in which the candidate holds managerial positions and any vested interests related to the candidate's company (if any).</p>	
11.	<p><b>Clause 1.1 of Article 12. Rights and obligations of the Board of Directors</b></p> <p>1.1. The BOD, as the governing body of the Company, possesses full power to make decisions and fulfill responsibilities on behalf of the Company, except for rights and obligations falling under the authority of the GMS.</p>	<p><b>Clause 1, Article 12. Rights and obligations of the Board of Directors</b></p> <p>1. The BOD, as the governing body of the Company, possesses full power to make decisions and fulfill responsibilities on behalf of the Company, except for rights and obligations falling under the authority of the GMS as stipulated in Article 138 of Law on enterprise and Article 14 of the Company's charter.</p>	<p>Adjusting in accordance with Clause 1, Article 26 of the Company's charter.</p>
12.	<p><b>Clause 12.2 of Article 12. Rights and obligations of the Board of Directors</b></p> <p>12.2. The rights and obligations of the BOD are stipulated by law, Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:</p> <p>p. Decide on the issuance of Operation regulation for the BOD, internal regulations on corporate governance once adopted by the General Meeting</p>	<p><b>Adjusting and supplementing points h, m, r, s, u, Clause 2, Article 12. Rights and obligations of the Board of Directors</b></p> <p>2. The rights and obligations of the BOD are stipulated by law, Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:</p> <p>h. To approve purchase, sale, borrowing, and loan contracts, as well as other contracts or transactions exceeding thirty-five percent (35%) of the total asset value</p>	<p>Supplementing according to Points h, n, s, u, Clause 2, Article 26 of the Company's Charter;</p> <p>Replace the word "integrity" with "honesty" because according to the definition in the</p>

No.	Current content	Revised content	Reasons
	<p>of Shareholders, and regulations on information disclosure of the Company;</p> <p>q. Oversee the integrity of financial statements, compliance with relevant laws, the status of implementation, the expertise and independence of independent auditors, and the performance of internal audit functions.</p>	<p>recorded in the latest financial statements of the Company, unless such contracts/ transactions fall under the authority of the General Meeting of Shareholders as specified in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises.</p> <p>m. Determine labor policies, salaries, bonuses (including safety bonuses), and other benefits for employees of the Company</p> <p>r. Decide on the issuance of Operation regulations for the BOD, internal regulations on corporate governance once adopted by the General Meeting of Shareholders, and regulations on information disclosure of the Company; Decide on the issuance of Operation regulations of the Committee directly under the BOD, regulations on information disclosure and other internal regulations of the Company.</p> <p>s. Oversee the honesty of financial statements, compliance with relevant laws, the status of implementation, the expertise and independence of independent auditors, and the performance of internal audit functions.</p> <p>u. Independent BOD members of the Company must prepare an BOD evaluation performance report.</p>	<p>Vietnamese dictionary: Integrity is uprightness and transparency. This issue is very difficult for the BOD to perform this obligation. Replaced by the phrase Oversee the honesty of financial statements expressed in the rights and obligations of the Audit Committee and the Supervisory Committee stated in the Law on Enterprises.</p>
13.	<p><b>Clause 12.3 of Article 12. Rights and obligations of the Board of Directors</b></p> <p>12.3 The BOD shall adopt resolutions and decisions by voting at the meeting or gathering opinion in writing. Each member of the BOD holds one vote.</p>	<p><b>Clause 3, Article 12. Rights and obligations of the Board of Directors</b></p> <p>3. The BOD shall adopt resolutions, decisions either by voting at the meeting, consulting in writing or other methods stipulated in the Company’s charter. Each member of the BOD holds one vote.</p>	<p>Adjustment for operational convenience and applicability.</p>
14.	<p>Not specified</p>	<p><b>Clause 5, Article 12. Rights and obligations of the Board of Directors</b></p> <p>The Board of Directors is required to report the performance results of the BOD</p>	<p>Supplementing in accordance with Clause 3, Article 26 of the</p>

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		to the General Meeting of Shareholders, as stipulated in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31 <sup>st</sup> , 2020, which provides details on the implementation of several articles of the Law on Securities	Company's charter.
15.	<p><b>Clause 15.1 of Article 15. Committees and departments directly under the BOD</b></p> <p>15.1. The Board of Directors may establish direct subordinate committees to be in charge of professional areas such as strategy, governance, human resources, salary and bonus compensation, auditing, risk management, ... The number of committee members shall be determined by the Board of Directors, with a minimum of three members. Committee members must also be members of the Board of Directors. Additionally, the Chairman of the Audit Committee must be an independent member of the Board of Directors. The duties of the Audit Committee include overseeing and evaluating the quality of the financial statement preparation process, and overseeing and evaluating the quality of the independent audit company.</p>	<p><b>Amending Clause 1 of Article 15. Committees and departments directly under the BOD</b></p> <p>1. The Board of Directors may establish direct subordinate committees to be in charge of professional areas such as strategy, governance, human resources, salary and bonus compensation, auditing, risk management, ... The number of committee members shall be determined by the Board of Directors, with a minimum of three members. Committee members must also be members of the Board of Directors. Additionally, the Chairman of the Audit Committee must be an independent member of the Board of Directors. The duties of the Audit Committee include overseeing and evaluating the quality of the financial statement preparation process, <del>and overseeing and evaluating the quality of the independent audit company.</del></p>	<p>Supplemented in accordance with Clause 1, Article 30 of the Company's Charter;</p> <p>Removing the phrase "<del>and overseeing and evaluating the quality of the independent audit company.</del>"</p> <p>As the Company organizes the operates using the model with the Supervisory Committee and the Audit and risk management committee, this task has been carried out by the Supervisory Board.</p>
16.	<p><b>Clause 16.2 of Article 16. Information and reporting regime</b></p> <p>16.2. In order to exercise the assigned rights, obligations and tasks, BOD members may request the General Director, Deputy General Director, Leaders of the Committee/ units directly under, Representatives of the</p>	<p><b>Amending Clause 2 of Article 16. Information and reporting regime</b></p> <p>2. In order to exercise the assigned rights, obligations and tasks, BOD members may request the General Director, Deputy General Director, Leaders of the Committee/ units directly under, Representatives of the Company at other</p>	<p>Interpretation of the terms which are supplemented in Article 2 of this Regulation</p>

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	Company at other enterprises to provide necessary information and documents.	member units to provide necessary information and documents.	
17.	<p><b>Point a, Clause 17.4, Article 17</b></p> <p>The Company organizes an orientation program for new BOD members to introduce them to the Company, its business, and other relevant topics to assist them in fulfilling their responsibilities.</p>	<p><b>Amending Point a, Clause 4 of Article 17</b></p> <p>The Company organizes an orientation program for new BOD members to introduce them to the Company overall, its business conditions, and other relevant topics to assist them in fulfilling their responsibilities.</p>	Amendment for clarity
18.	<p><b>Clause 17.5 of Article 17</b></p> <p>Succession planning involves delineating roles and responsibilities in written form for each position. It commences with defining the knowledge, skills, and competencies necessary for such position.</p>	<p><b>Amending Clause 5 of Article 17</b></p> <p>Succession planning involves delineating roles and responsibilities in written form for each position. It commences with defining the knowledge and competencies necessary for such position.</p>	Amendment for clarity
19	<p><b>Article 18. BOD meeting</b></p> <p>Meetings of the Board of Directors shall comply with the provisions of Article 29 of the Company’s Charter and Articles 19 to 23 of the Internal regulation on Corporation governance. In the following detail:</p> <p>18.1. Order and procedure for organizing the BOD meeting;</p> <p>a. The Board of Directors shall convene both regular and extraordinary meetings in accordance with Article 29 of the Company’s charter. Regular BOD meetings are to be convened and presided over by the Chairman of the Board. Invitations, agendas, discussion materials, and meeting documents are to be prepared in Vietnamese and dispatched to BOD members at least five (05) days prior to the meeting. All discussions during</p>	<p><b>Article 18. BOD meeting</b></p> <p>Meetings of the Board of Directors shall comply with the provisions of Article 29 of the Company’s Charter and Articles 19 to 23 of the Internal regulation on Corporation governance. In the following detail:</p> <p>1. The election of the Chairman of the Board shall take place during the first BOD meeting within 07 working days following the completion date of the BOD’s election process. This meeting will be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. If multiple members receive the same highest number or percentage of votes, the members will collectively elect one person from among them to chair the meeting through a majority vote.</p>	Adjusting and restructuring the articles according to the regulation of Circular no. 116/2020/TT-BTC.



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	<p>the meeting are conducted in Vietnamese. For foreign members attending the meeting, they may hire interpreters and are accountable for translating essential documents into foreign languages.</p> <p>b. The BOD must convene an extraordinary meeting upon receiving a written request under any of the following circumstances:</p> <ul style="list-style-type: none"> <li>- General Director or at least five (05) other managerial officers;</li> <li>- At least two (02) members of the BOD;</li> <li>- The Supervisory Committee or independent BOD members.</li> <li>- In other cases outlined in the Company's charter.</li> </ul> <p>c. The extraordinary meeting of the Board of Directors shall be convened and presided over by the Chairman of the Board within seven (07) days from the receipt of the meeting request outlined in Clause 17.2 above. If the Chairman of the Board is unavailable, a designated BOD member authorized by the Chairman or an individual chosen by other BOD member will convene and preside over the meeting. The notice of meeting invitation, agenda, and discussion topics must be communicated to all BOD members and other participants at least five (5) days prior to the meeting.</p> <p>d. The details for the extraordinary meeting is prepared either by the Chairman of the Board or by the individual requesting the convening</p>	<p>2. The Board of Directors must at least hold 01 meeting once per quarter and may hold extraordinary meetings.</p> <p>3. The Chairman of the Board shall convene a BOD meeting under any of the following circumstances:</p> <ul style="list-style-type: none"> <li>a. At the request of the Supervisory Committee or an independent BOD member;</li> <li>b. At the request of the Director or General director or at least 05 other managerial officers;</li> <li>c. At the request of at least 02 BOD members;</li> <li>d. In other cases outlined in the Company's charter.</li> </ul> <p>4. The request outlined in Clause 3 of this Article must be submitted in written form, explicitly stating the reasons, topics for discussion, and decisions falling under the authority of the BOD.</p> <p>5. Chairman of the Board must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If a meeting of the Board of Directors is not convened at the request, the Chairman of the Board shall be responsible for any damage caused to the Corporation; the proposer shall have the right to replace the Chairman of the Board to convene a meeting of the Board of Directors.</p> <p>6. The Chairman of the Board or the individual requesting the convening of a BOD meeting must dispatch the meeting invitation at least 05 working days before the scheduled meeting date. This invitation should outline the meeting's</p>	

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	<p>of such extraordinary meeting, with a focus on addressing critical and pressing issues concerning the Company. Insofar as feasible, the individual convening the meeting may task the General Director of the Company with preparing documents and materials for consideration and discussion during the meeting.</p> <p>18.2. Necessary conditions to conduct meetings of the Board of Directors</p> <p>a. The first BOD meeting is deemed valid for deliberation and resolution only when 3/4 of the BOD members are present at the meeting or represented by an authorized individual.</p> <p>b. In case the first convening fails to gather the required number of members, a second meeting shall be scheduled within seven (07) working days from the intended date of the first meeting. In such instances, the meeting will proceed if more than 1/2 of the BOD members are in attendance or represented by an authorized individual.</p> <p>18.3. Participants of BOD meeting</p> <p>a. Participants in BOD meetings include the Chairman of the Board, BOD members, General Director (if the General Director is not a BOD member), the Supervisory Committee, representatives of the committee/units directly under the Board of Directors, the Company secretary.</p> <p>b. When necessary, the Board of Directors may invite and (or) convene</p>	<p>time, venue, agenda, and topics for discussion and decisions. Additionally, any documents and ballots required for the meeting must be included with the invitation.</p> <p>Invitations to BOD meetings may be transmitted via written correspondence, telephone, facsimile, electronic communication, or other methods as specified in the Company’s charter. It is imperative to ensure that the invitation reaches each registered address of the BOD members.</p> <p>7. The Chairman of the Board or the convener shall also deliver the notice of meeting invitation together with the attached documents to all members of Supervisory Committee in the same manner as to the members of the BOD.</p> <p>Members of the Supervisory Committee possess the right to participate in BOD meetings and engage in discussions on matters, albeit without voting privileges.</p> <p>8. A BOD meeting may commence if at least 3/4 of the total BOD members are present. Should the attendance fall short of required participants as per this clause, a second meeting must be arranged within 07 days from the initially intended date, with invitations dispatched in accordance with Clause 6 of this article. At the second meeting, the meeting will proceed if more than one-half of the BOD members are in attendance.</p> <p>9. The BOD members are deemed as having participated in the meeting in the following cases:</p> <p>a. Attending the meeting in person and casting votes directly;</p>	

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	<p>other members to participate in the meeting, these members may discuss and speak but not have the right to vote.</p> <p>c. When discussing matters related to the rights and obligations of employees, the BOD is permitted to extend invitations to representatives from the Executive Committee of grassroots-level trade unions to participate.</p> <p>d. Non-BOD members participating in the BOD meeting have the right to voice their opinions but do not have voting privileges.</p> <p>18.4 Order and procedures for conducting BOD meetings</p> <p>BOD meetings shall adhere to Article 29 of the Company’s charter.</p> <p>a. Meeting preparation</p> <ul style="list-style-type: none"> <li>- Unless there are other provisions/ requests from the BOD, the General Director is responsible for organizing and preparing the content to be presented at the BOD meeting.</li> <li>- BOD members, as per regular assignments and specific directives from the Chairman of the Board, are responsible for reviewing meeting documents, collaborating with relevant departments within the Company, and providing written opinions on agenda items.</li> <li>- The company secretary and the BOD’s support unit are responsible for arranging the meetings, collecting and distributing documents.</li> </ul>	<p>b. Authorizing another individual to attend the meeting and vote, as outlined in Clause 11 of this Article;</p> <p>c. Attending and voting via online meeting, electronic voting or in any other electronic forms;</p> <p>d. Submitting votes to the meeting via mail, fax, e-mail;</p> <p>dd. Casting votes through other methods as prescribed by law.</p> <p>10. In case votes are delivered by post to the meeting, it must be sealed in an envelope and delivered to the Chairman of the Board at least 01 hour before the meeting opens. Votes shall only be opened in the presence of all attendees.</p> <p>11. Members must attend BOD meetings sufficiently. Members may authorize another person to attend and vote at meetings if approved by the majority of BOD members.</p> <p>12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of attending members. In case of equal votes, the final decision rests with the Chairman of the Board.</p> <p>13. The BOD meetings may be conducted in traditional, online, or through a hybrid format. Meetings are held at the Company’s headquarters or at another location determined by the Chairman of the Board and agreed by the BOD.</p> <p>14. If a shareholder or group of shareholders seeks to revoke a resolution of the General Meeting of Shareholders through a court or arbitration, the resolution remains valid until otherwise determined by the court or arbitration, except in cases where a provisional urgent</p>	

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	<p>- If unable to attend the meeting, BOD members and invited individuals should notify the BOD, stating the reason for their absence, and provide written opinions on proposed agenda items.</p> <p>b. Order of the meeting</p> <p>- The Chairman of the Board or the authorized person to preside the meeting informs the meeting participants, content, and agenda.</p> <p>- The designated presenter provides a report and proposals for the BOD to consider and make decisions.</p> <p>- Members engage in discussions and deliberations based on meeting documents, reports, and presentations.</p> <p>- The meeting chair summarizes discussions and conducts voting on each agenda item and resolution.</p> <p>- Adoption of resolutions, and minutes of meeting.</p> <p>- BOD members and the Company Secretary sign the minutes of the meeting.</p> <p>c. Submit voting opinion and authorize to attend the meeting</p> <p>- BOD members unable to attend may vote on resolutions by submitting written opinions. Such written opinion must reach the Chairman of the Board or the designated meeting chair at least one (01) hour before the meeting's opening and must be publicly shared with attending BOD members.</p>	<p>measure is applied under a decision of a competent agency.</p> <p>15. Order and procedures for conducting BOD meetings</p> <p>a. Meeting preparation</p> <p>Unless there are other provisions/ requests from the BOD, the General Director is responsible for organizing and preparing the content to be presented at the BOD meeting.</p> <p>BOD members, as per regular assignments and specific directives from the Chairman of the Board, are responsible for reviewing meeting documents, collaborating with relevant departments within the Company, and providing written opinions on agenda items.</p> <p>The company secretary and the BOD's support unit are responsible for arranging the meetings, collecting and distributing documents.</p> <p>If unable to attend the meeting, BOD members and invited individuals should notify the BOD, stating the reason for their absence, and provide written opinions on proposed agenda items.</p> <p>b. Order of the meeting</p> <p>The Chairman of the Board or the authorized person to preside the meeting informs the meeting participants, content, and agenda.</p> <p>The designated presenter provides a report and proposals for the BOD to consider and make decisions.</p> <p>Members engage in discussions and deliberations based on meeting documents, reports, and presentations.</p>	

No.	Current content	Revised content	Reasons
	<p>- In case a BOD member cannot attend and does not provide written opinions but authorizes other individual, a written authorization detailing the authorized person's voting rights and responsibilities must be provided. The absent member remains accountable for the authorized person's votes.</p> <p>- BOD members may only authorize others to attend the BOD meeting and vote on items up to 2 times/year in case of injury, illness or force majeure.</p> <p>18.5. Attending the meeting via phone or other methods</p> <p>a. A BOD meeting can be conducted via telephone or any other method (in use at the time of this Regulation's adoption or later) or a combination of methods if members are at different locations, provided that each member:</p> <p>- Can hear all others discussing during the meeting.</p> <p>- Can present and directly exchange opinions with all participating members.</p> <p>b. Each participating BOD member in the aforementioned method is considered "present" at the meeting. The meeting held in accordance with this provision shall be deemed to take place at the location where the largest group of BOD members gathers, or if no such group exists, the location where the meeting's chair is present shall be considered the venue for the meeting.</p>	<p>The meeting chair summarizes discussions and conducts voting on each agenda item and resolution.</p> <p>Adoption of resolutions, and minutes of meeting.</p> <p>BOD members and the Company Secretary sign the minutes of the meeting.</p> <p>c. Submit voting opinion and authorize to attend the meeting</p> <p>BOD members unable to attend may vote on resolutions by submitting written opinions. Such written opinion must reach the Chairman of the Board or the designated meeting chair at least one (01) hour before the meeting's opening and must be publicly shared with attending BOD members.</p> <p>In case a BOD member cannot attend and does not provide written opinions but authorizes other individual, a written authorization detailing the authorized person's voting rights and responsibilities must be provided. The absent member remains accountable for the authorized person's votes.</p> <p>BOD members may only authorize others to attend the BOD meeting and vote on items up to 2 times/year in case of injury, illness or force majeure.</p> <p>16. Traditional meeting, online meetings or other forms</p> <p>a. A BOD meeting can be conducted via traditional, online, or any other method or a combination of methods if members are at different locations, provided that each member:</p> <p>Can hear all others discussing during the meeting.</p>	

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	c. Resolutions adopted during the meeting by phone or other valid method will take effect immediately at the meeting's conclusion but must then must be confirmed by the signatures of the attending BOD members in the minutes.	<p>Can present and directly exchange opinions with all participating members.</p> <p>b. Each participating BOD member in the aforementioned method is considered "present" at the meeting. The meeting held in accordance with this provision shall be deemed to take place at the location where the largest group of BOD members gathers, or if no such group exists, the location where the meeting's chair is present shall be considered the venue for the meeting.</p> <p>c. Resolutions adopted during the meeting by phone or other valid method will take effect immediately at the meeting's conclusion but must then must be confirmed by the signatures of the attending BOD members in the minutes.</p>	
		<b>Correct spelling errors and restructure some terms.</b>	

**V. ANNULMENT OF THE CHARTER ON ORGANIZATION AND OPERATION OF THE SCIENTIFIC AND TECHNOLOGICAL DEVELOPMENT FUND OF THE COMPANY.**

Pursuant to Resolution No. 104/NQ-PVCFC dated January 18<sup>th</sup>, 2016 of the Company General Meeting of Shareholders, conducted via written consultation, the entirety of the Charter on Organization and Operation of the Science and Technology Development Fund of Ca Mau Petroleum Fertilizer Joint Stock Company was adopted.

Pursuant to Law on Science and Technology 2013 and relevant legal documents, enterprises possess the right to establish and utilize the Science and Technology Development Fund without the necessity of formulating a Charter on Organization and Operation for said fund. Enterprises retain the autonomy and accountability to manage and utilize funds for the establishment of the fund in alignment with legal requirements.

Thus, to facilitate production and business operations as well as foster research and development endeavors in science and technology within the Company, the Board of Directors proposes to the General Meeting of Shareholders for the revocation of the Charter on Organization and Operation of the Science and Technology Development Fund of the Company (*issued under Resolution No. 104/NQ-PVCFC dated January 18<sup>th</sup>, 2016 of the General Meeting of Shareholders*). Presently, the Board of Directors has introduced the Management Regulation governing the

operation and utilization of the Science and Technology Development Fund, in accordance with applicable requirements.

**PROPOSAL**  
**Election of board of directors**

Respectfully to: General Meeting of Shareholders - Ca Mau Petroleum Fertilizer Joint Stock Company.

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020.*

*Pursuant to Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019.*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government of the Socialist Republic of Vietnam.*

*Pursuant to the Charter of Ca Mau Petroleum Fertilizer Joint Stock Company adopted by the General Meeting of Shareholders.*

*Pursuant to Official Dispatch No. 6778/DKVN-HDTV dated October 16<sup>th</sup>, 2023, and Official Dispatch No. 8859/DKVN-HDTV dated December 29<sup>th</sup>, 2023, regarding personnel participating in the PVCFC Board of Directors of Vietnam Oil and Gas Group.*

*Pursuant to the resignation letter of Tran My from the Board of Directors dated August 01<sup>st</sup>, 2023.*

In accordance with the provisions of the Company's Charter on the rights and duties of the General Meeting of Shareholders, Ca Mau Petroleum Fertilizer Joint Stock Company respectfully submits to the General Meeting of Shareholders the details regarding the election of members to the Board of Directors as follows:

**1. Number of members to be elected:**

The Company's Board of Directors comprises 7 members. Notably, BOD member Tran My filed a resignation letter effective August 1<sup>st</sup>, 2023, according to retirement regime. Furthermore, the term of BOD member Tran Ngoc Nguyen is set to expire on January 10<sup>th</sup>, 2024.

For the purpose of replenishing the BOD members as stipulated, the Extraordinary General Meeting of Shareholders will elect 02 BOD members for a maximum term of 5 years (from January 10<sup>th</sup>, 2024, to January 10<sup>th</sup>, 2029).

**2. Standards and conditions for nomination/candidacy.**

Standards and conditions: According to the provisions of the Law on Enterprises 2020, Decree 155/2020/ND-CP of the Government and the applicable Charter of the company.

**3. List of Candidates for the Board of Directors**

The Company issued Notification No. 2002/TB-PVCFC on November 27<sup>th</sup>, 2023, regarding the candidacy and nomination of BOD members to shareholders. Based on the valid nomination and candidacy dossiers of eligible shareholders/group of shareholders, the Company presents the following list of candidates:



### **3.1. The list of candidates for BOD**

3.1.1. State Shareholders - Vietnam Oil and Gas Group, holding 75.56% of the total voting shares of the Company as of the closing date of the shareholders' list entitled to attend the meeting (continuously held since 2015), nominate 02 candidates:

- Mr. Tran Ngoc Nguyen, as per Official Dispatch No. 8859/DKVN-HDTV dated December 29<sup>th</sup>, 2023, on personnel participation in the PVCFC Board of Directors (*Candidate information attached*).

- Mr. Nguyen Duc Thuan, as per Official Dispatch No. 6778/DKVN-HDTV dated October 16<sup>th</sup>, 2023, on personnel participation in the PVCFC Board of Directors (*Candidate information attached*).

3.1.2. Other Shareholders: According to the Company's Charter and the Law on Enterprises, any shareholder/group holding at least 10% of the total voting shares of the Company at the closing date of the shareholders' list attending the General Meeting has the right to nominate candidates. However, to date, no shareholder/group of shareholders has nominated candidates.

3.1.3. Based on the criteria, conditions, and valid dossiers, there are 02 candidates meeting the requirements for inclusion in the BOD's election list:

- 1) Mr. Tran Le Nguyen.
- 2) Mr. Nguyen Duc Thuan.

We respectfully submit the following content for approval by the General Meeting of Shareholders and request the study of the Election Regulation and background information of candidates to conduct election procedures:

- Dismissing the BOD membership of Tran My,
- The list of candidates for the Board of Directors includes: Mr. Tran Ngoc Nguyen and Mr. Nguyen Duc Thuan.

Best regards./.

**CHAIR OF THE MEETING  
CHAIRMAN OF THE BOARD**

**Tran Ngoc Nguyen**

**CANDIDATE DETAILS FOR ELECTION TO THE BOARD OF DIRECTORS**  
**Ca Mau Petroleum Fertilizer Joint Stock Company**

**The first candidate:** Mr. Tran Ngoc Nguyen, nominated by the State Shareholder - Vietnam Oil and Gas Group with 75.56% of the total voting shares of the Company at the closing date of the list of shareholders entitled to attend the meeting, as specified in Official Dispatch No. 8859/DKVN-HDTV dated December 29<sup>th</sup>, 2023.

Details about candidate Tran Ngoc Nguyen is as follows:



1. Full name: **Tran Ngoc Nguyen**
2. Sex: Male
3. Date of birth: September 15<sup>th</sup>, 1977
4. Nationality: Vietnamese
5. Citizen identity card/ Passport No.: 04907700901, issued on: August 10<sup>th</sup>, 2021 issued at: Police Department on Residence Management and National Data on Population.
6. Permanent address: 74 Nguyen Tan Ky, Group 7, Tran Phu Ward, Quang Ngai City, Quang Ngai Province.
7. Contact number: 0290 3819000 Email: nguyentn@pvcfc.com.vn.
8. Educational level: Doctor of philosophy
9. Qualifications: Petrochemical, Refining Petrochemical, Chemical Engineering, Economic Management.
10. Work experience:

<b>Period</b>	<b>Occupation, position, unit</b>
From December 2002 to February 2003	Technology Engineer, Contractor Management Department, Vietnamese - Russian Joint Venture.
From March 2003 to April 2009	Technology Engineer, Technology Supervisory Department, Project Management Board of Dung Quat Oil Refinery.
From May 2009 to March 2010	Deputy Head of Production Department, Binh Son Refining and Petrochemical Joint Stock Company.
From March 2010 to April 2013	Head of Production Department, Binh Son Refining and Petrochemical Joint Stock Company.
From May 2013 to September 2015	Deputy General Director, Binh Son Refining and Petrochemical Joint Stock Company.

Period	Occupation, position, unit
From October 2015 to July 2018	General Director, BOD member of Binh Son Refining and Petrochemical Joint Stock Company.
From July 2018 to December 2018	General Director, BOD member of Binh Son Refining and Petrochemical Joint Stock Company.
From January 2019 to now:	Chairman of the Board of Ca Mau Petroleum Fertilizer Joint Stock Company.

11. Name of organization is subject to information disclosure: Ca Mau Petroleum Fertilizer Joint Stock Company.
12. Current position at the organization is the subject of information disclosure: Chairman of the Board of Ca Mau Petroleum Fertilizer Joint Stock Company. (Ticker symbol: DCM)
13. Positions held in other organizations (BOD member, Supervisory Committee and other management positions): None.
14. Number of DCM shares held: 135,323,057 shares, accounting for 25.56% of charter capital, of which:
  - + Representative (for Vietnam Oil and Gas Group) owns: 135,323,057 shares, accounting for 25.56% of charter capital.
  - + Individual: 0 DCM shares, corresponding to 0% of charter capital.

**The second candidate:** Mr. Nguyen Duc Thuan is held by the State Shareholder - Vietnam Oil and Gas Group with 75.56% of the total voting shares of the Company at the closing date of the list of shareholders entitled to attend the meeting, nominated in Official Dispatch No. 6778/DKVN-HDTV dated October 16<sup>th</sup>, 2023.

Information about candidate Nguyen Duc Thuan is as follows:



1. Full name: **NGUYEN DUC THUAN**
2. Sex: Male
3. Date of birth: March 08<sup>th</sup>, 1974
4. Nationality: Vietnamese
5. ID card/ Citizen identity card no.: 030074015442; issued on: December 21<sup>st</sup>, 2021 at: Police Department on Administrative Management of Social Order
6. Permanent address: 36/70/12, D2 Street, Ward 25, Binh Thanh District, Ho Chi Minh City.
7. Contact number: 02913 957 555 Email: [thuannd@pvcfc.com.vn](mailto:thuannd@pvcfc.com.vn)
8. Educational level: Undergraduate
9. Qualification: Sea transport economic engineer
10. Work experience:

Period	What profession, position, working unit
1998 - September 1999	Contractual staff at Gas facility, under the PetroVietnam Gas Joint Stock Company.
September 1999 - May 2002	Specialist of Planning and Engineering Department of Project Management Unit No. 1&5 Le Duan; of PetroVietnam Oil and Gas Corporation
May 2002 - August 2007	Specialist of Technical Department of Phu My Gas Pipeline Project Management Unit - Ho Chi Minh City; under PetroVietnam Oil and Gas Corporation.
August 2007 - June 2014	Director of PetroVietnam - SSG Real Estate Joint Stock Company, Ho Chi Minh City Branch working under PetroVietnam - SSG Real Estate Joint Stock Company.
July 1 <sup>st</sup> , 2014 - November 22 <sup>nd</sup> , 2019	Deputy Chief of Staff of Ca Mau Petroleum Fertilizer Company Limited is now Ca Mau Petroleum Fertilizer Joint Stock Company.
June 21 <sup>st</sup> , 2018 - November 22 <sup>nd</sup> , 2019	Deputy Chief of Staff of Ca Mau Petroleum Fertilizer Company; BOD member of PetroVietnam Packaging Joint Stock Company.
22/11/2019 to present	Chairman of the Board of PetroVietnam Packaging Joint Stock Company.

11. Current position: Chairman of the Board of PetroVietnam Packaging Joint Stock Company.

12. Names of companies where the candidate is holding the positions of BOD member, Supervisor and other management positions: PetroVietnam Packaging Joint Stock Company
13. Benefits related to the company (if any) [ such as holding shares, having loans with the company, having enterprises involved in economic transactions with the company....]:
  - Number of DCM shares held: 52,940,000 shares, accounting for 10% of charter capital, of which:
  - + Representative (for Vietnam Oil and Gas Group) owns: 52,940,000 shares, accounting for 10% of charter capital.
  - + Individual: 0 DCM shares, corresponding to 0% of charter capital.

**PART 4**  
**DRAFT**  
**THE RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS 2021**

**PETROVIETNAM CAMAU FERTILIZER JOINT**  
**STOCK COMPANY**

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

No.: /NQ-PVCFC

*Ca Mau, January 10<sup>th</sup>, 2024*

DRAFT

**RESOLUTION**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**GENERAL MEETING OF SHAREHOLDERS**  
**PETROVIETNAM CAMAU FERTILIZER JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises no. 59/2020/QH14 of the Socialist Republic of Vietnam passed by the National Assembly;*

*Pursuant to the Charter of Ca Mau Petroleum Fertilizer Joint Stock Company (PVCFC) approved by the General Meeting of Shareholders;*

*Pursuant to the Minutes of meeting no. 01/BB-DHĐCD-2024 and the voting results of the General Meeting of Shareholders of Ca Mau Petroleum Fertilizer Joint Stock Company approving the contents at the extraordinary meeting on January 10<sup>th</sup>, 2024.*

**RESOLVES:**

**Article 1.** Adopt the following items:

1.1. Amending and supplementing the Company's business lines and updating the amended business lines in the Company's Charter.

1.2. INTERNAL REGULATION ON CORPORATE GOVERNANCE

1.3. OPERATION REGULATION OF THE BOARD OF DIRECTORS

1.4. Annul the Charter on organization and operation of the Science and Technology Development Fund issued together with Resolution no. 104/NQ-PVCFC dated January 18<sup>th</sup>, 2016 of the General Meeting of Shareholders of the Company.

1.5. Amendment of Article 47 under the Company's Charter:

The content after the amendment is: *“Annually, the Company shall extract an amount for the fund from **profit after tax** in accordance with the provisions of the law and resolutions of the General Meeting of Shareholders.”*

1.6. Dismissal of Mr. Tran My from his position as a BOD member of Ca Mau Petroleum Fertilizer Joint Stock Company.

1.7. Approval of the election results of BOD member of the Company:

- Mr. .... is elected as a BOD member of the company for the term 2024-2029.
- Mr. .... is elected as a BOD member of the company for the term 2024-2029.

**Article 2.** This Resolution takes effect on January 10<sup>th</sup>, 2024.

**Article 3.** Shareholders, Board of Directors, General Director, Executive Committee, Supervisory Committee, Heads of departments and units directly under Ca Mau Petroleum Fertilizer Joint Stock Company are responsible for implementing this Resolution./.

***Recipients:***

- As stated in Article 3;
- Archived VT.

***Attached with:***

- Appendix ...

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

**Tran Ngoc Nguyen**