

APPENDIX 1: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF PHUONG DONG VIET SHIPPING AND LOGISTICS CORPORATION

STT	Current Company Charter	Amended and supplemented company charter	Reason
1.	Article 1. Interpretation of terms 1. In this Charter, the following terms are construed as follow: e) The date of establishment is May 27, 2002, according to Decision No. 358/QĐ-VPCP of the Minister-Chairman of the Government Office. There is no definition of a stock exchange.	Article 1. Interpretation of terms 1. In this Charter, the following terms are construed as follow: e) The date of establishment is April 20, 2007, as stated in the Company's initial business registration certificate. <u>m) The stock exchange is the Vietnam Stock Exchange and its subsidiaries.</u>	Update, amend, and supplement to comply with regulations.
2.	Article 3. Legal representative of the Company The Company has one (01) legal representative, who is the Director.	Article 3. Legal representative of the Company 1. The Company has one (01) legal representative, who is the Director. 2. The legal representative of the enterprise represents the enterprise in exercising the rights and obligations arising from the enterprise's transactions, represents the enterprise as the claimant in civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration Tribunal, Court, and other rights and obligations as prescribed by law.	
3.	Article 4. Operational objectives of the Company 1. None 2. Operational objectives of the Company: To develop business in a multi-industry direction, with oil and gas transportation services and maritime services as the main business activities, while also strongly developing the fields of waterway and road transportation, and other services, commercial operations to position the Company as an efficient and strong shipping company domestically and regionally, meeting the expectations of shareholders, improving working conditions and income for employees, and actively contributing to social welfare.	Article 4. Objectives of the Company's Operations 1. Add the following to the list of the Company's business activities: 5210 - Warehousing and storage of goods 2. Operational objectives of the Company's Operations: To develop business operations in a multi-industry direction, with the primary business activities being oil and gas transportation services, <u>bulk carrier</u> , and maritime services, while also vigorously developing the fields of waterway and road transportation, <u>port services</u> , <u>logistics</u> , and other services, as well as commercial operations, with the aim of making the Company an efficient and strong shipping company domestically and regionally, meeting the expectations of shareholders, improving working conditions and income for employees, and actively contributing to social welfare.	
4	Article 5. Scope of business and operational of the Company. 2. The Company may conduct business activities in other fields not prohibited by law and approved by the General Meeting of Shareholders.	Article 5. Scope of business and operational of the Company. 2. The Company may conduct business activities in other fields not prohibited by law and approved by the General Meeting of Shareholders. <u>In the case of companies engaged in conditional investment businesses, they must meet the business conditions specified in the Investment Law and relevant specialized laws.</u>	
5.	Article 17. Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders ... 4. A shareholder or group of shareholders referred to in Article 11.2 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (5) business days before the opening day of the General Meeting of Shareholders.	Article 17. Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders ... 4. A shareholder or group of shareholders referred to in Article 11.2 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (5) business days before the opening day of the General Meeting of Shareholders. <u>The proposal must contain the full names of the shareholders, number and class of shares held by them, and the items proposed to be included in the agenda</u>	
6.	Article 21. Authority and procedures for collection of shareholders' written opinions in order to pass decisions of the General Meeting of Shareholders	Article 21. Authority and procedures for collection of shareholders' written opinions in order to pass decisions of the General Meeting of Shareholders	

	The authority and procedures for collecting shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders shall be implemented in accordance with the following provisions: 1. The Board of Management has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders if considered necessary in the interests of the Company	The authority and procedures for collecting shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders shall be implemented in accordance with the following provisions: 1. The Board of Management has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders if considered necessary in the interests of the Company, <u>for all matters within the authority of the General Meeting of Shareholders</u>	
7.	Article 22. Resolutions and Minutes of the General Meeting of Shareholders. ... 7. The minutes of the General Meeting of Shareholders must be published on the Company's website within one (01) working day from the date of conclusion of the Meeting.	Article 22. Resolutions and Minutes of the General Meeting of Shareholders. ... 7. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the conclusion of the Meeting.	
8.	Article 23. Request for Annulment of Resolution of the General Meeting of Shareholders. ... 1. The procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Article 20.6 of this Charter.	Article 23. Request for Annulment of Resolution of the General Meeting of Shareholders. ... 1. The procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in <u>Article 20.7 of this Charter</u>.	
9.	Article 25. Composition and Term of Members of the Board of Directors ... 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. In case all members of the Board of Directors simultaneously reach the end of their term, they shall continue to serve as members of the Board until new members are elected to replace them and assume their duties. 3. The composition of the Board of Directors is as follows: The structure of the Board of Directors shall ensure that at least one-third (1/3) of the total number of members are non-executive members.. 5. A member of the Board of Directors shall be dismissed in the following cases:	Article 25. Composition and Term of Members of the Board of Directors ... 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. <u>An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.</u> In the event that all members of the Board of Directors simultaneously reach the end of their terms, they shall continue to serve as members of the Board until new members are elected to replace them and assume their duties. 3. The composition of the Board of Directors is as follows: The structure of the Company's Board of Directors shall ensure that at least one-third (1/3) of the total number of members are non-executive members. <u>The Company shall minimize the number of Board members concurrently holding executive positions in order to ensure the independence of the Board.</u> <u>The number of independent members of the Board of Directors shall comply with the following requirements:</u> – <u>At least one (01) independent member if the Board of Directors has five (05) members;</u> – <u>At least two (02) independent members if the Board of Directors has from six (06) to eight (08) members;</u> – <u>At least three (03) independent members if the Board of Directors has from nine (09) to eleven (11) members.</u> <u>Members of the Board of Directors must meet the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.</u> 5. A member of the Board of Directors shall be dismissed in the following cases: a) The member no longer satisfies the qualifications and conditions as prescribed in Article 155 of the Law on Enterprises or is legally prohibited from acting as a member of the Board of Directors; b) The member submits a written resignation to the Company's head office and such resignation is accepted;	Update, amend, and supplement to comply with regulations.

	a) The member no longer satisfies the qualifications and conditions as prescribed in Article 155 of the Law on Enterprises or is legally prohibited from acting as a member of the Board of Directors; b) The member submits a written resignation letter to the Company's head office; c) The member loses civil act capacity. The General Meeting of Shareholders authorizes the Board of Directors to temporarily dismiss a member of the Board of Directors in the above-mentioned cases. Such temporary dismissal must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the dismissal shall be deemed effective as of the date the Board of Directors issued the temporary dismissal decision. The General Meeting of Shareholders authorizes the Board of Directors of the Company to elect another person who meets the standards and conditions prescribed in the Law on Enterprises to temporarily become a member of the Board of Directors to replace the dismissed member. The temporary election of a new member must be approved at the nearest General Meeting of Shareholders. After being approved by the General Meeting of Shareholders, the temporary appointment of the new member is considered effective on the date of temporary appointment by the Board of Directors. The term of office of a new member of the Board of Directors shall be calculated from the effective date of the temporary appointment to the end date of the term of office of that member of the Board of Directors. In case the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors up to the time of the General Meeting of Shareholders with the participation of the vote of the temporarily appointed member of the Board of Directors shall still be considered valid.	c) The member loses civil act capacity. The General Meeting of Shareholders authorizes the Board of Directors to temporarily dismiss a member of the Board of Directors in the above mentioned cases. Such temporary dismissal must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the dismissal shall be deemed effective as of the date the Board of Directors issued the temporary dismissal decision. The General Meeting of Shareholders authorizes the Board of Directors of the Company to elect another person who meets the standards and conditions prescribed in the Law on Enterprises to temporarily become a member of the Board of Directors to replace the dismissed member. The temporary election of a new member must be approved at the nearest General Meeting of Shareholders. After being approved by the General Meeting of Shareholders, the temporary appointment of the new member is considered effective on the date of temporary appointment by the Board of Directors. The term of office of a new member of the Board of Directors shall be calculated from the effective date of the temporary appointment to the end date of the term of office of that member of the Board of Directors. In case the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors up to the time of the General Meeting of Shareholders with the participation of the vote of the temporarily appointed member of the Board of Directors shall still be considered valid. Addition: <u>10. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following case:</u> <u>The number of Board members is reduced by more than one-third of the number prescribed in the Company's Charter. In such case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third.</u>	
10.	Article 26. Powers and Duties of the Board of Directors ... 4. The General Meeting of Shareholders authorizes the Board of Directors to temporarily approve the addition of business lines that are consistent with the Company's long-term development strategy and in accordance with the law. Such temporary approval of additional business lines must be ratified at the nearest General Meeting of Shareholders.	Article 26. Powers and Duties of the Board of Directors ... 4. The General Meeting of Shareholders authorizes the Board of Directors to temporarily approve the addition of business lines that are consistent with the Company's long term development strategy and in accordance with the law. Such temporary approval of additional business lines must be ratified at the nearest General Meeting of Shareholders.	
11.	Article 29. Meetings of the Board of Directors ... 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following case: a) Upon the request of the Supervisory Board; ...	Article 29. Meetings of the Board of Directors ... 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following case: a) Upon the request of the Supervisory Board <u>or an independent member of the Board of Directors;</u> ...	Update, amend, and supplement to comply with regulations.
12.	Article 30. Subcommittees of the Board of Directors 1. The Board of Directors may establish subcommittees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. (Non-	Article 30. Subcommittees of the Board of Directors The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors and shall be no fewer than three (03), including members of the Board of Directors and external members. The operating mechanism of each subcommittee shall be decided by	

	executive members of the Board of Directors should constitute the majority of each subcommittee, and one of these members shall be appointed as the Chairman of the subcommittee by the decision of the Board of Directors.) The operation of the subcommittees must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall only be effective when approved by a majority of members present and voting at the subcommittee meeting. 2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the internal corporate governance regulations.	the Board of Directors in accordance with applicable laws, the Company's Charter, and the Company's internal corporate governance regulations.	
13.	Article 36. Composition of the Supervisory Board ... 3. Members of the Supervisory Board shall be dismissed in the following cases: a) No longer meeting the criteria and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article; b) Submitting a written resignation to the Company and having it accepted; c) Losing civil act capacity. The General Meeting of Shareholders authorizes the Supervisory Board to temporarily dismiss a Supervisor in the aforementioned cases. Such temporary dismissal must be approved at the nearest General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the dismissal shall be deemed effective as of the date on which the Supervisory Board temporarily dismissed the Supervisor. The General Meeting of Shareholders authorizes the Supervisory Board to temporarily appoint another qualified and eligible individual, in accordance with the Law on Enterprises, to replace the dismissed Supervisor. Such temporary appointment must also be approved at the nearest General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the temporary appointment shall be deemed effective as of the date on which the Supervisory Board made the appointment. The term of the newly appointed Supervisor shall be calculated from the effective date of the temporary appointment until the end of the original term of the replaced Supervisor. In the event that the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Supervisory Board made prior to the date of the General Meeting of Shareholders, in which the temporarily appointed Supervisor participated and voted, shall remain valid.	Article 36. Composition of the Supervisory Board ... 3. Members of the Supervisory Board shall be dismissed in the following cases: a) No longer meeting the criteria and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article; b) Submitting a written resignation to the Company and having it accepted; c) Losing civil act capacity. The General Meeting of Shareholders authorizes the Supervisory Board to temporarily dismiss a Supervisor in the aforementioned cases. Such temporary dismissal must be approved at the nearest General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the dismissal shall be deemed effective as of the date on which the Supervisory Board temporarily dismissed the Supervisor. The General Meeting of Shareholders authorizes the Supervisory Board to temporarily appoint another qualified and eligible individual, in accordance with the Law on Enterprises, to replace the dismissed Supervisor. Such temporary appointment must also be approved at the nearest General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the temporary appointment shall be deemed effective as of the date on which the Supervisory Board made the appointment. The term of the newly appointed Supervisor shall be calculated from the effective date of the temporary appointment until the end of the original term of the replaced Supervisor. In the event that the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Supervisory Board made prior to the date of the General Meeting of Shareholders, in which the temporarily appointed Supervisor participated and voted, shall remain valid.	Update, amend, and supplement to comply with regulations.
14.	Article 37. Head of the Supervisory Board 1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be carried out based on the majority rule. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations.	Article 37. Head of the Supervisory Board 1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided by majority vote. <u>The Supervisory Board must have more than half of its members residing in Vietnam.</u> The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations.	
15.	Article 45. Distribution of Profits ... 6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.	Article 45. Distribution of Profits ... 6. Other matters related to the distribution of profits <u>and the appropriation of funds, including the Development Investment Fund and other funds,</u> shall be carried out in accordance with the provisions of law.	

16.	Article 58. Effective Date ... 4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors or the legal representative of the Company.	Article 58. Effective Date ... 4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors, the legal representative of the Company, <u>or at least half of the total number of members of the Board of Directors.</u>	Update, amend, and supplement to comply with regulations.
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