

APPENDIX 3: AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS OF PHUONG DONG VIET SHIPPING AND LOGISTICS CORPORATION

No	Current Company Charter	Amended and supplemented company charter	Reason
1	Article 1. Scope of Regulation and Subjects of Application ... 3. Interpretation of Terms - Shareholder means an individual or organization that owns at least one share of Phuong Dong Viet Oil Shipping Corporation.	Article 1. Scope of Regulation and Subjects of Application ... 3. Interpretation of Terms - Shareholder means an individual or organization that owns at least one share of Phuong Dong Viet Shipping and Logistics Corporation.	Update, amend, and supplement to ensure compliance with applicable regulations and the Company's Charter.
2	Article 2. The General Meeting of Shareholders ... 2. The order and procedures for the General Meeting of Shareholders to pass resolutions by voting at the meeting shall include the following main contents: ... b) Preparing the List of Shareholders Entitled to Attend the Meeting: The list of shareholders entitled to attend the General Meeting of Shareholders shall be provided by the Vietnam Securities Depository Corporation (VSD). This list must be prepared no earlier than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. ... d) Notice of Convening the General Meeting of Shareholders: The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses. At the same time, it must be published on the Company's website, the website of the State Securities Commission, and the Hanoi Stock Exchange. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or delivered).	Article 2. The General Meeting of Shareholders ... 2. The order and procedures for the General Meeting of Shareholders to pass resolutions by voting at the meeting shall include the following main contents: ... b) Preparing the List of Shareholders Entitled to Attend the Meeting: The list of shareholders entitled to attend the General Meeting of Shareholders shall be provided by the Vietnam Securities Depository and Clearing Corporation (VSD). This list must be prepared no earlier than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders d) Notice of Convening the General Meeting of Shareholders: The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses. At the same time, it must be published on the Company's website, the website of the State Securities Commission, and the Hanoi Stock Exchange/<u>Ho Chi Minh Stock Exchange</u>. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or delivered). d) Agenda and notice of meeting of General Meeting of Shareholders	

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	đ) Agenda and notice of meeting of General Meeting of Shareholders 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. ... g) Method of Registering to Attend the General Meeting of Shareholders: Shareholders holding ordinary shares with voting rights or their authorized representatives (as per the list of shareholders eligible to attend and vote at the General Meeting of Shareholders provided by the Vietnam Securities Depository) must be present at the meeting and duly register for attendance in accordance with the procedures announced by the Company. ... k) Voting Method: Voting shall commence upon the announcement of the representative of the Vote Counting Committee and shall end when the last shareholder casts their vote into the ballot box or thirty (30) minutes after the announcement, whichever comes first. After voting concludes, the ballot box shall be sealed by the Vote Counting Committee. ... 3. The order and procedures for passing resolutions of the General Meeting of Shareholders by way of written consultation shall include the following main contents: a) Cases in which written consultation is permitted or not permitted: The Board of Directors shall have the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit	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. 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 ... g) Method of Registering to Attend the General Meeting of Shareholders: Shareholders holding ordinary shares with voting rights or their authorized representatives (as per the list of shareholders eligible to attend and vote at the General Meeting of Shareholders provided by the Vietnam Securities Depository and Clearing Corporation) must be present at the meeting and duly register for attendance in accordance with the procedures announced by the Company k) Voting Method: Voting shall commence upon the announcement of the representative of the Vote Counting Committee and shall end when the last shareholder casts their vote into the ballot box or thirty (30) minutes after the announcement, whichever comes first. After voting concludes. ... 3. The order and procedures for passing resolutions of the General Meeting of Shareholders by way of written consultation shall include the following main contents: a) Cases in which written consultation is permitted or not permitted; The Board of Directors shall have the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, <u>for all matters under the authority of the General Meeting of Shareholders.</u>	

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	of the Company, except in cases specified in Clause 8, Article 20 of the Company's Charter.		
3	Article 3. Board of Directors ... 2. Nomination, Candidacy, Dismissal, and Removal of Members of the Board of Directors shall include the following main contents: a. The term of office of a Member of the Board of Directors: 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 end their term of office, they shall continue to perform their duties as members of the Board of Directors until new members are elected and take over the work. b) 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.. 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. ...	Article 3. Board of Directors ... 2. Nomination, Candidacy, Dismissal, and Removal of Members of the Board of Directors shall include the following main contents: a) The term of office of a Member of the Board of Directors: 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. 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. 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. b) 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. The Company shall minimize the number of Board members concurrently holding executive positions in order to ensure the independence of the Board. The number of independent members of the Board of Directors shall comply with the following requirements: – At least one (01) independent member if the Board of Directors has five (05) members; – At least two (02) independent members if the Board of Directors has from six (06) to eight (08) members; – At least three (03) independent members if the Board of Directors has from nine (09) to eleven (11) members. Independent 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. ... d) Method of Electing Members of the Board of Directors:	Update, amend, and supplement to ensure compliance with applicable regulations and the Company's Charter.

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	d) Method of Electing Members of the Board of Directors: Voting to elect members of the Board of Directors may be conducted by the method of proportional voting or cumulative voting. Prior to convening the General Meeting of Shareholders or collecting written opinions of shareholders for the election of members of the Board of Directors, the Board of Directors shall decide on the appropriate voting method in accordance with the provisions of this Charter. đ) 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 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	Voting to elect members of the Board of Directors may be conducted by the method of proportional voting or cumulative voting. Prior to convening the General Meeting of Shareholders or collecting written opinions of shareholders for the election of members of the Board of Directors, the Board of Directors shall decide on the appropriate voting method in accordance with the provisions of this Charter Company. d) 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; 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	

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	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. ... 4. The order and procedures for organizing a meeting of the Board of Directors shall include the following main contents: b) Cases requiring the convening of an extraordinary meeting of the Board of Directors: The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases: Upon the request of the Supervisory Board;	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. ... 4. The order and procedures for organizing a meeting of the Board of Directors shall include the following main contents: b) Cases requiring the convening of an extraordinary meeting of the Board of Directors: The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases: Upon the request of the Supervisory Board or Independent Member of Board of Directors	
4	Article 4. The Supervisory Board 2. The term of office, number, composition, and structure of members of the Supervisory Board shall include the following main contents: d. Method of Electing Members of the Supervisory Board: ... 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. ... d. 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.	Article 4. The Supervisory Board 2. The term of office, number, composition, and structure of members of the Supervisory Board shall include the following main contents: d. Method of Electing Members of the Supervisory Board: ... 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. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations. ... d. 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.	Update, amend, and supplement to ensure compliance with applicable regulations and the Company's Charter.

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	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. ... e) Notice on the Election, Dismissal, and Removal of Members of the Supervisory Board: The notice on the election, dismissal, and removal of members of the Supervisory Board shall be disclosed by the Corporation in accordance with the provisions of law and the Law on Securities.	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. ... e) Notice on the Election, Dismissal, and Removal of Members of the Supervisory Board: The notice on the election, dismissal, and removal of members of the Supervisory Board shall be disclosed by the Company in accordance with the provisions of law and the Law on Securities.	