



VIETNAM NATIONAL INDUSTRY –
ENERGY GROUP
**PETROVIETNAM ENGINEERING
CONSULTANCY JOINT STOCK
COMPANY**

No.: 31/NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, 23 June 2025

RESOLUTIONS

Re: Approval to include the proposal of shareholder Ta Duc Tien into the tentative Agenda and Documents of the 2025 Annual General Meeting of Shareholders of PetroVietnam Engineering Consultancy Joint Stock Company

BOARD OF DIRECTORS

PETROVIETNAM ENGINEERING CONSULTANCY 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, 2020 and effective from January 1, 2021;

Pursuant to the Charter of PetroVietnam Engineering Consultancy Joint Stock Company (11th amendment, at the 2018 Annual General Meeting of Shareholders dated June 29, 2018) and the Internal Governance Regulations of PetroVietnam Engineering Consultancy Joint Stock Company;

Pursuant to the Minutes of Vote Collection from Members of the Board of Directors of the PetroVietnam Engineering Consultancy Joint Stock Company No. 96/BB dated 23 June 2025;

RESOLVES:

Article 1. To approve the inclusion of the proposal from shareholder Ta Duc Tien into the tentative Agenda and additional documents of the 2025 Annual General Meeting of Shareholders of the PetroVietnam Engineering Consultancy Joint Stock Company.

Article 2. This Resolution takes effect from the date of signing.

Article 3. Members of the Board of Directors and the General Director of PVE shall be responsible for implementing this Resolution.

Recipients:

- As stated in Article 3;
- Supervisory Board, Board of Directors;
- Archive: Office, Secretariat of the BOD.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN

(signed)

TA DUC TIEN

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

English
translation

Ho Chi Minh City, June 18, 2025

WRITTEN PETITION

Re: Shareholder's Petition to Include an Item in the Agenda of PVE's 2025 Annual General Meeting of Shareholders

To: Shareholder's petition to include an item in the Agenda of PVE's 2025 Annual General Meeting of Shareholders

Tổng Petrovietnam Engineering Consultancy Joint Stock Corporation

I am: TA DUC TIEN – Vietnamese nationality

Citizen Identification No.: 034068004860 Date of issue: 21/12/2021

Place of issue: Department of Administrative Management of Social Order

Residential address: 150/24 Nguyen Trai Street, Ben Thanh Ward, District 1, Ho Chi Minh City.

Registered address for shareholding: 5TH FLOOR, NO. 1-5 LE DUAN, DISTRICT 1, HO CHI MINH CITY

Phone: 0903 603 185

Email: tienducta07@gmail.com

Nguyên nhân là do một số ngành, nghề đăng ký hiện hành sau đây của Tổng công ty thuộc danh mục không cho phép nhà đầu tư nước ngoài tham gia:

I am currently a shareholder owning: 2,502,600 common shares (in words: Two million five hundred and two thousand six hundred shares) of Petrovietnam Engineering Consultancy Joint Stock Corporation (PVE), equivalent to 10.0104% of the total number of common shares.

PVE is currently registered to operate in 24 business lines and sectors. Pursuant to Article 141 of Decree No. 155/2020/ND-CP, PVE is responsible for determining and disclosing the maximum foreign ownership ratio. This ratio is determined as the lowest among all registered business sectors.

According to the data on foreign investor shareholding as of June 17, 2025, published on the website of the Hanoi Stock Exchange on the same date, the number of shares held by foreign investors is 188,838, equivalent to 0.76% of the charter capital.



However, upon reviewing international commitments and applicable legal regulations, especially the List of Sectors and Trades with Market Entry Restrictions for Foreign Investors under the 2020 Law on Investment, Decree No. 31/2021/ND-CP, and PVE's Charter, the maximum foreign ownership ratio is determined to be 0%.

The reason is that certain currently registered business lines of PVE fall under sectors that prohibit foreign investor participation, including:

- Site preparation (code 4312);
- Wholesale of electronic and telecommunications equipment and components (code 4652);
- Wholesale of metals and metal ores (code 4662);
- Real estate business and land use rights under ownership, use rights, or lease (code 6810);
- Labor supply and management services (code 7830).

To comply with legal regulations, PVE must amend the content of the aforementioned business lines.

I have received the Notice of Meeting Invitation, Meeting Agenda, Voting Form, Draft Resolutions, and other materials for the 2025 Annual General Meeting of Shareholders convened by the Board of Directors of PVE, expected to be held on June 24, 2025.

By this document, I respectfully petition the Organizing Committee of the 2025 AGM of PVE to include the following issue in the agenda of the 2025 AGM scheduled for June 24, 2025:

Amendment to PVE's registered business sectors, specifically as follows:

1. Site preparation (code 4312): Add the note "*Excluding blasting services.*"
2. Wholesale of electronic and telecommunications equipment and components (code 4652): Add the note "*Excluding recorded hardware and electronic products.*"
3. Wholesale of metals and metal ores (code 4662): Add the note "*Excluding wholesale of gold, silver, and other precious metals.*"
4. Real estate business and land use rights under ownership, use rights, or lease (code 6810): Add the note "*Excluding investment in cemetery infrastructure for the purpose of transferring land use rights attached to the infrastructure.*" (code 78301):
5. Labor supply and management services (code 7830): Add the detailed content: "Domestic labor supply and management" (code 78301).

I respectfully request the Organizing Committee of the 2025 AGM of PVE to include the above petition in the meeting agenda in accordance with the law and the Charter of PVE.



Attached are a certified copy of my Citizen Identification Card and certification of share ownership.

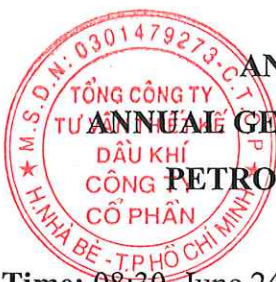
Sincerely./.

PETITIONING SHAREHOLDER

(signed)

TA DUC TIEN





ANTICIPATED AGENDA AND CONTENT
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 OF
PETROVIETNAM ENGINEERING CONSULTANCY
JOINT STOCK COMPANY (PVE)

Time: 08:30, June 24th, 2025.

Venue: No. 25 - 27, Street No. 12, Tan Hung Ward, District 7, Ho Chi Minh City.

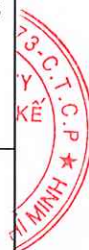
Time	No.	Content of agenda
	I	Preparations:
08:00 – 08:30	1	Reception and registration of shareholders. Verification of shareholder eligibility and distribution of meeting materials.
	II	Opening of the Meeting:
08:30 – 08:40	1	Report on verification of shareholder eligibility attending the Meeting.
	2	Opening of the Meeting.
08:40 – 09:00	3	Introduction and voting for approval of the Chairperson of the Meeting.
	4	Introduction of Secretary Committee.
	5	Introduction and voting for approval of the Vote Counting Committee.
	6	Approval of the Regulations on the organization of the Meeting.
	7	Approval of the Agenda and Content of the Meeting.
	III	Meeting content:
09:00 – 09:30	1	- Proposal on continuing to request the Board of Directors and the Supervisory Board for the 2019 - 2024 term to provide documents under their responsibilities and obligations as prescribed by the Law on Enterprises, the Law on Securities, and PVE's Charter (including remuneration, operational costs, and other benefits).



Time	No.	Content of agenda
	2	<ul style="list-style-type: none"> - Report on General Director's Report on 2024 Business performance and 2025 Business plan. - Report on the performance of the Board of Directors in 2024. - Audited separate and consolidated Financial Statements for the years 2019, 2020, 2021, 2022, 2023, and 2024.
	3	<ul style="list-style-type: none"> - Report on the performance of the Supervisory Board in 2024.
09:30 – 10:30	4	<p>Proposals:</p> <ul style="list-style-type: none"> - Proposal on the list of independent auditing firms for the audit the 2025 financial statements; - Proposal on the appropriation of the 2024 Welfare fund; - Proposal on the projected remuneration and operating costs of the Board of Directors and the Supervisory Board for 2025; - Proposal for the change of the Headquarters address. - Proposal on Promulgation of the Charter; - Proposal on Promulgation of the Internal Corporate Governance Regulations; - Proposal on Promulgation of the Regulations on Operations of the Board of Directors; - Proposal on Promulgation of the Regulations on Operations of the Supervisory Board. - Proposal on Further extension of the payment deadline for 2016 and 2017 dividends. - Proposal on the dismissal of Ms. Tran Nguyen Cam Ly from the position of member of the Board of Directors and the election of one additional member to the Board of Directors for the 2025–2030 term; - Proposal on the Change of business lines of PVE; - Report on the List of candidates for election of an additional member of the Board of Directors for the 2025–2030 term;

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Time	No.	Content of agenda
		- Other matters within the authority of the General Meeting of Shareholders (if any).
10:30 – 11:00	5	- Discussion session.
11:00 – 12:00	6	<ul style="list-style-type: none"> - Update on the Minutes of Shareholder Eligibility Verification. - Voting on the Proposal regarding the dismissal and election of an additional member of the Board of Directors for the 2025–2030 term; Election Regulations and List of candidates for election of an additional member of the Board of Directors for the 2025–2030 term by Ballot Card; - Instructions for voting and voting to approve the reports and proposals by Voting Slip; - Election instructions;
12:00 – 13:30	7	<ul style="list-style-type: none"> - Break. - Vote Counting Committee conducts its work.
13:30 – 14:30	8	- Vote Counting Committee announces the voting and election results.
	9	- Presentation of the draft Minutes and Resolution of the General Meeting of Shareholders.
14:30 – 15:00	10	- Voting to approve the Minutes and the Resolution of the General Meeting of Shareholders.
15:10	IV	Closing of the General Meeting of Shareholders.



PetroVietnam Engineering Consultancy Joint Stock Company

Annual General Meeting of Shareholders 2025

FORM



SUPPLEMENTARY VOTING BALLOT

REGISTRATION NUMBER:

Full name of shareholder :

Business Registration Certificate/ID/Passport No. :

Number of shares owned/represented :shares

Number of shares authorized :shares

Total voting ballot :shares

(Shareholders are requested to tick the box corresponding to their opinion for each Voting Content)

Voting content	Approve	Disapprove	Abstain
Content 1: Approve the change of the business lines of PVE, and authorize the Board of Directors or the General Director to carry out relevant procedures in accordance with the law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Instructions:

Shareholders shall mark (X) in only one of the three boxes: Approve/Disapprove/Abstain for each voting content.

....., ,

SHAREHOLDER

(Signature and Full Name)

**PETROVIETNAM ENGINEERING
CONSULTANCY – JSC**



No.: /NQ-DHDGD-TKDK

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, __ __, 2025

**SUPPLEMENTARY RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
PETROVIETNAM ENGINEERING CONSULTANCY
JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises 2020 and guiding documents;

Pursuant to the Law on Securities 2019 and guiding documents;

Pursuant to the Charter of PetroVietnam Engineering Consultancy Joint Stock Company ("the Company"/"PVE");

Pursuant to the Minutes of the General Meeting of Shareholders No. dated/2025;

Pursuant to the Minutes of Vote Counting No. dated/2025.

DECISIONS

Article 1: Approve the change of the business lines of PVE, and authorize the Board of Directors or the General Director to carry out relevant procedures in accordance with the law.

Article 2: Implementation Provisions

2.1. This Resolution of the General Meeting of Shareholders was approved at the Annual General Meeting of Shareholders 2025 of PVE and shall take effect from the date of signing.

2.2. All shareholders, the Board of Directors, the Supervisory Board, the General Director of PetroVietnam Engineering Consultancy - JSC, and relevant departments/units/individuals shall be responsible for the implementation of this Resolution./.

Recipients:

- PVE (for archiving and information disclosure);
- BOD, SB và General Director of PVE (for implementation);
- SSC, HNX, VSDC.

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

TA DUC TIEN

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PREAMBLE

The Charter of PetroVietnam Engineering Consultancy Joint Stock Company (the “Company”) serves as the legal foundation for all operations of the Company.

This Charter was adopted pursuant to the Resolution of the General meeting of shareholders No. [...] dated 24 June 2025.

CHAPTER I

DEFINITIONS

Article 1. Definitions

1. Terms used in this Charter shall have the following meanings:
 - a) “Company” means PetroVietnam Engineering Consultancy Joint Stock Company;
 - b) “Charter capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise, as provided in Article 7 of this Charter;
 - c) “Voting capital” means the capital in the form of shares whose holders have the right to vote on matters within the authority of the General Meeting of Shareholders;
 - d) “Enterprise Law” means Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
 - e) “Securities Law” means Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
 - f) “Executive officers” means the General Director, Deputy General Directors, Chief Accountant and other executive officers appointed by the Board of Directors;
 - g) “Managers” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as defined in the Company’s internal management regulations;
 - h) “Related persons” means individuals or organizations as defined in Clause 46, Article 4 of the Securities Law;
 - i) “Stock exchange” means the Vietnam Stock Exchange and its subsidiaries;
 - j) “Shareholder register” means the register of shareholders of the Company prepared and maintained in accordance with this Charter, the Securities Law, and the Enterprise Law;
 - k) “Vietnam” means the Socialist Republic of Vietnam.
2. Any reference in this Charter to a regulation, provision, or document shall include all amendments, supplements, or replacements thereof.
3. The headings (Chapters and Articles) in this Charter are for convenience of reference only and shall not affect the interpretation or content of the provisions of this Charter.

CHAPTER II

NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, legal form, head office, branches, representative offices, business locations, and term of operation of the Company

1. Name of the Company:
 - In Vietnamese: TỔNG CÔNG TY TƯ VẤN THIẾT KẾ DẦU KHÍ – CÔNG TY CỔ PHẦN

- In English: PETROVIETNAM ENGINEERING CONSULTANCY JOINT STOCK COMPANY
 - Abbreviation: PV ENGINEERING
2. The Company is a joint stock company with legal entity status in accordance with applicable Vietnamese laws.
 3. Registered head office of the Company:
 - Address: No. 25–27, Street No. 12, Tan Hung Ward, District 7, Ho Chi Minh City, Vietnam
 - Telephone: +842866865712
 - Fax : +842866865711
 - Email: pve@pve.vn
 - Website: <https://www.pve.vn>
 4. The Company may establish branches and representative offices within its business areas to serve its operational objectives, subject to resolutions of the Board of Directors and in compliance with applicable laws.
 5. The term of operation of the Company is indefinite. This term may be changed by resolution of the General meeting of shareholders.

Article 3. Legal representative of the Company

1. The General Director is the legal representative of the Company.
2. The legal representative is the individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, and who represents the Company in civil matters, as claimant, defendant, or interested party before arbitration or courts, and other rights, obligations as provided by law.
3. Responsibilities of the legal representative:
 - a) To exercise the assigned rights and obligations honestly, prudently, and in the best manner to ensure the lawful interests of the Company;
 - b) To be loyal to the interests of the Company; not to abuse his/her position or authority or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - c) To promptly, fully, and accurately inform the Company of enterprises in which the legal representative or their related persons hold ownership or shareholding as prescribed in the Enterprise Law.

Article 4. Communist Party, Trade Union, and other socio-political organizations within the Company

1. The Communist Party organization within the Company is under the leadership of the Party Committee of Vietnam Oil and Gas Group and shall operate in accordance with the Constitution, laws of the Socialist Republic of Vietnam, and the Charter of the Communist Party of Vietnam.

2. The Trade Union and other socio-political organizations within the Company shall operate in accordance with the Constitution, laws of the Socialist Republic of Vietnam, and their respective charters.
3. The Company respects and facilitates the right of employees to form and participate in activities of the organizations specified in Clauses 1 and 2 of this Article

CHAPTER III

OBJECTIVES, BUSINESS LINES AND OPERATIONS OF THE COMPANY

Article 5. Business objectives of the Company

1. The business lines of the Company are as follows:

No.	Business lines	VSIC
1	<p>Management consulting activities</p> <p>Details:</p> <ul style="list-style-type: none"> - Project management consulting for civil engineering construction projects. - Project management consulting for oil and gas projects, both onshore and offshore, including exploration, exploitation, refining, and industrial and civil projects. - Investment project preparation consulting. - Consulting on preparation of bidding documents, bidding processes, and analysis and evaluation of bid proposals. - Project management and investment cost management for construction projects. - Preparation of investment projects for construction works. 	7020 (main)
2	<p>Architectural and related engineering activities</p> <p>Details:</p> <ul style="list-style-type: none"> - Design of electrical systems for civil and industrial works. - Design of thermal and air-conditioning systems for civil and industrial works. - Mechanical design for oil and gas projects. - Technology design for chemical and petrochemical industrial works, gas processing. - Electrical design for industrial works. - Supervision of construction and completion of inland waterway works. - Construction surveying. - Structural design of civil, industrial, technical infrastructure works, urban technical infrastructure works, electrical systems with voltage <22KV, architectural design of civil and industrial works. - Construction quality inspection. - Design of civil and industrial construction works. 	7110

	<ul style="list-style-type: none"> - MEP (Mechanical-Electrical-Plumbing) design for civil and industrial works. - Mechanical design for civil and industrial works. - Design of urban technical infrastructure works. - Design of industrial heating and air-conditioning projects. - Geological survey for construction projects. - Topographical survey. - Other related technical consulting activities. - Design of wastewater treatment systems for construction works. - Environmental treatment design. - Pipeline technology design for oil and gas projects. - Consultancy on fire prevention and fighting design; Consultancy on fire prevention and fighting appraisal; Consultancy on fire prevention and fighting inspection, testing; Consultancy on fire prevention and fighting supervision. 	
3	Crude oil extraction Details: - Operation of oil and gas projects, other construction projects	0610
4	Manufacture of other special-purpose machinery Details: -Manufacturing petroleum technology products (not operated at the head office)	2829
5	Repair of fabricated metal products (except for mechanical processing and electroplating)	3311
6	Repair of machinery and equipment (except for mechanical processing and electroplating)	3312
7	Installation of industrial machinery and equipment	3320
8	Construction of residential buildings (not operated at the head office)	4101
9	Construction of non-residential buildings (not operated at the head office)	4102
10	Construction of power projects Details: Consultancy on investment project preparation, design, bidding for thermal power plant projects of any capacity scale. Consultancy on supervision of construction of thermal power plant projects of any production scale. Consultancy on investment project preparation, design, bidding for power lines and substations with a voltage level up to 220kV	4221
11	Construction of water projects (not operated at the head office)	4291
12	Construction of mining projects (not operated at the head office)	4292
13	Construction of processing and manufacturing projects (not operated at the head office)	4293

14	Construction of other civil engineering projects (not operated at the head office)	4299
15	Site preparation (excluding blasting services)	4312
16	Installation of electrical systems Details: Installation of fire-fighting systems, automatic fire alarm systems, lightning protection systems, surveillance and electronic alarm systems, installation of electrical wires and equipment	4321
17	Other specialized construction activities	4390
18	Wholesale of electronic and telecommunication equipment and components (excluding hardware and electronic products that have been recorded)	4652
19	Wholesale of other machinery, equipment and spare parts Details: - Wholesale of machinery, equipment and spare parts for mining and construction. - Wholesale of electrical machinery, equipment and materials (generators, electric motors, wires and other equipment used in electric circuits). - Wholesale of other machinery, equipment and spare parts. - Wholesale of fire prevention and fighting equipment, rescue and rescue equipment, anti-theft equipment, surveillance cameras. - Wholesale of electrical machinery, equipment and materials, and MEP (mechanical-electrical-refrigeration) equipment.	4659
20	Wholesale of metals and metal ores Details: - Wholesale of metal ores, iron and steel. - Wholesale of other metals (excluding gold bar trading) (except for the wholesale trade of gold, silver, and other precious metals, as specified by applicable regulations)	4662
21	Other financial service activities not elsewhere classified Details: - Investment consultancy (excluding financial, accounting, or legal consultancy)	6619
22	Real estate business, land use rights of owner, user or lessee Details - Real estate business (excluding investment and construction of cemetery infrastructure for the purpose of transferring land use rights associated with such infrastructure)	6810
23	Technical testing and analysis	7120

24	Labor supply and management services Details: Domestic labor supply and management	7830
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2. Business objective of the Company

The Company's business objective is to efficiently use its capital for investment and business development, generate employment for its workers, increase dividends for its shareholders, contribute to the State budget, and grow into a stronger corporation.

Article 6. Scope of business and operations of the Company

The Company is entitled to conduct business in all sectors stipulated in this Charter.

CHAPTER IV

CHARTER CAPITAL AND SHARES

Article 7. Charter capital and shares

1. The charter capital of the Company is VND 250,000,000,000 (in words: two hundred and fifty billion Vietnamese Dong).

The total Charter capital of the Company is divided into 25,000,000 shares with a par value of VND 10,000 per share.

2. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. The shares of the Company as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each class of shares shall be governed by Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares with the approval of the General Meeting of Shareholders and in accordance with applicable laws.
5. Additional ordinary shares must be offered to existing shareholders in proportion to their current shareholding, unless otherwise decided by the General Meeting of Shareholders, unsubscribed shares shall be determined by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other parties, provided that the conditions offered are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its issued shares in accordance with the methods prescribed by this Charter and applicable laws.
7. The Company may issue other types of securities in accordance with applicable laws.

Article 8. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of the holder to a portion of the charter capital of the issuing organization. Share certificates must include all information prescribed in Clause 1, Article 121 of the Enterprise Law.

3. In the event that a share certificate is lost, damaged, or destroyed, the shareholder may request the Company to reissue the certificate. Such request must include:
 - a) Information about the lost, damaged, or destroyed certificate;
 - b) A written commitment by the shareholder to assume liability for any disputes arising from the reissuance.
4. In case of any changes to the information recorded in the Shareholder register relating to a shareholder, such shareholder must promptly notify the Company and/or the securities company with whom the shares are deposited, so that the Company/securities company can update the information in the Shareholder register or the list of securities holders at the Vietnam Securities Depository and Clearing Corporation. The Company shall not be liable for failure to contact or send notices/documents to a shareholder due to an incorrect or incomplete address. Such failure shall not affect the validity of procedures for convening the General Meeting of Shareholders, collecting shareholders' opinions, or the effectiveness of resolutions passed by the General Meeting of Shareholders.

Article 9. Other securities certificates

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

Article 10. Transfer of shares

1. All shares are freely transferable except where restrictions apply under the Enterprise Law, this Charter, resolutions of the General Meeting of Shareholders on share issuance plans, or other applicable legal provisions. Listed or registered shares on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that are not fully paid for shall not be transferred and shall not be entitled to associated rights such as dividends, bonus shares, pre-emptive rights, and other shareholder benefits in accordance with applicable law.

CHAPTER V

CORPORATE ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

The organizational structure, governance, and control of the Company shall include:

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

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders, and vote directly or through an authorized representative or by other means as provided by law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for new shares in proportion to their existing holdings;
 - d) To freely transfer their shares to others, except as provided in Article 10 of this Charter;
 - e) To view, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information;
 - f) To view, look up, extract, or make copies of the Charter of the Company, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding;
 - h) To request the Company to repurchase shares in accordance with Article 132 of the Enterprise Law;
 - i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests to the shareholders. In the case of preference shares, rights and obligations must be approved and disclosed by the General Meeting of Shareholders;
 - j) To receive full access to periodic and ad-hoc disclosures made by the Company in accordance with the law;
 - k) To be protected with respect to their lawful rights and interests; to propose suspension or annulment of resolutions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;
 - l) Other rights in accordance with law and this Charter.
2. A shareholder or group of shareholders holding at least 5% of the total ordinary shares shall have the following rights:
 - a) To view, look up and extract meeting minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to the Board's approval, and other documents, excluding those relating to business secrets of the Company;

- b) To request the Board of Directors to convene the General Meeting of Shareholders under Clause 3, Article 115, and Article 140 of the Enterprise Law;
 - c) To propose issues to be included in the meeting agenda of the General Meeting of Shareholders;
 - d) To request the Supervisory Board to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and include: full name, contact address, nationality, and legal identity documents of the shareholder (for individuals); name, business registration number or legal identity documents, and head office address (for organizations); number of shares held and time of registration; total shares and ownership ratio of the shareholder group; the matter to be examined and its purpose;
 - e) Other rights in accordance with law and this Charter.
3. A shareholder or group of shareholders holding at least 10% of total ordinary shares shall have the right to nominate persons to the Board of Directors and the Supervisory Board. The nomination process is as follows:
- a) Ordinary shareholders forming a group to nominate candidates must notify other shareholders before the commencement of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, such shareholders may nominate one or more persons as determined by the General Meeting of Shareholders. If the number of candidates nominated is less than the quota, the remaining candidates may be nominated by the Board of Directors, Supervisory Board, or other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

- 1. To fully and punctually pay for the number of shares they have subscribed to purchase.
- 2. Not to withdraw contributed capital in the form of ordinary shares from the Company by any means, unless such shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed share capital in violation of this provision, that shareholder and any related parties within the Company shall be jointly liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
- 3. To comply with this Charter and the Company's internal management regulations.
- 4. To observe and implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain the confidentiality of information provided by the Company in accordance with this Charter and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to strictly refrain from disclosing, copying, or sending such information to any other organization or individual.
- 6. To attend General Meetings of Shareholders and exercise their voting rights by one of the following means:

- a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Participating and voting via online conferencing, electronic voting, or other electronic means;
 - d) Submitting a ballot by post, fax, email, or other methods as instructed by the Board of Directors.
7. To assume personal liability when acting in the name of the Company to perform any of the following acts:
- a) Violation of the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Repaying debts that are not yet due, exposing the Company to financial risks.
8. Other obligations in accordance with this Charter and applicable laws..

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually within four (04) months from the end of the financial year. In necessary cases, the Board of Directors may extend this period, but no later than six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The meeting location shall be where the chairperson attends and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting shall decide on matters as prescribed by law and this Charter, in particular the approval of the audited annual financial statements. In case the audit report includes material qualified opinion, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm to attend the annual General Meeting of Shareholders, and such representative must participate in the annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) When deemed necessary for the benefit of the Company by the Board of Directors;
 - b) When the number of members of the Board of Directors or the Supervisory Board falls below the statutory minimum;
 - c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law. The request must be made in writing, clearly stating the reason and purpose of the meeting, and signed by all relating shareholders, or consolidated from several written requests bearing the signatures of all relating shareholders;

- d) At the request of the Supervisory Board;
 - e) In other cases as provided by law or this Charter.
4. Convening an extraordinary General Meeting
- a) The Board of Directors must convene the meeting within thirty (30) days from the date the case under Point b, Clause 3 of this Article arises, or upon receiving the requests stated in Points c and d, Clause 3 of this Article;
 - b) If the Board of Directors fails to convene the meeting in accordance with Point a, Clause 4 of this Article, the Supervisory Board shall convene the meeting within the next thirty (30) days in accordance with the Enterprise Law;
 - c) If the Supervisory Board also fails to convene the meeting in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Enterprise Law shall have the right to convene the meeting on behalf of the Company in accordance with the Enterprise Law.
- All reasonable expenses incurred for convening and conducting the meeting under Points a, b, and c, Clause 4 shall be reimbursed by the Company;
- d) The procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law.

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

- 1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the classes of shares and the total number of shares of each class that may be offered for sale; and to determine the annual dividend rate for each class of shares;
 - c) To elect, dismiss, or remove members of the Board of Directors and the Supervisory Board;
 - d) To decide on investment in or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
 - e) To approve amendments and supplements to the Charter of the Company;
 - f) To approve the annual financial statements;
 - g) To decide on the repurchase of more than 10% of the total issued shares of each class;
 - h) To review and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;
 - i) To decide on the reorganization or dissolution of the Company;
 - j) To determine the budget or the total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
 - k) To approve the internal corporate governance regulations; the operating regulations of the Board of Directors and the Supervisory Board;

- l) To approve the list of independent audit firms; to decide on the audit firm to perform audits of the Company; and to remove the independent auditor when deemed necessary;
- m) Other rights and obligations in accordance with the Enterprise Law and this Charter.
- 2. The General Meeting of Shareholders shall discuss and pass resolutions on the following matters:
 - a) The Company's annual business plan;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on its governance and the performance of the Board and each of its members;
 - d) The report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
 - e) The self-assessment report of the Supervisory Board and each of its members;
 - f) The dividend rate for each class of shares;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - i) The determination of the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) The approval of the list of independent audit firms; and the appointment of the audit firm when deemed necessary;
 - k) Amendments and supplements to the Charter of the Company;
 - l) The class and number of newly issued shares for each class of shares;
 - m) The division, separation, consolidation, merger, or conversion of the Company;
 - n) The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
 - o) The decision on investment in or sale of assets with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company;
 - p) The decision to repurchase more than 10% of the total issued shares of each class;
 - q) Approval of contracts or transactions with related parties as defined in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the total assets of the Company based on the most recent financial statements;
 - r) Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) Approval of the internal corporate governance regulations, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;

- t) Other matters as prescribed by law and this Charter.
- 3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

- 1. Shareholders or authorized representatives of organizational shareholders may attend the General Meeting of Shareholders in person, authorize one or more individuals or organizations to attend on their behalf, or attend via one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law.
- 2. The authorization for an individual or organization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The written authorization shall comply with civil law regulations and must specify: the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the term of authorization, and signatures of both the authorizing party and the authorized party.

The authorized person must submit the authorization document at the time of registration for the meeting. In the case of sub-authorization, the attendee must also present the original authorization document from the shareholder or its authorized representative, if not previously registered with the Company.

- 3. The ballots cast by an authorized person within the scope of authorization shall remain valid even if:
 - a) The authorizer has died, become legally incapacitated, or has limited legal capacity;
 - b) The authorizer has revoked the authorization;
 - c) The authorizer has revoked the authority of the person acting on their behalf.

This provision shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before any rescheduled meeting.

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

- 1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. Extraordinary meetings shall be convened in accordance with the provisions of Clause 3, Article 14 of this Charter.
- 2. The person convening the General Meeting of Shareholders shall carry out the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the meeting. The list must be made no more than ten (10) days before the date of the notice of meeting. The Company shall disclose the establishment of the shareholder list at least twenty (20) days prior to the record date;
 - b) Prepare the agenda and meeting contents;
 - c) Prepare all relevant meeting materials;

- d) Draft the resolutions to be passed at the meeting, and provide a list and detailed information of the candidates in case of election of members of the Board of Directors and the Supervisory Board;
- e) Determine the time and location of the meeting;
- f) Notify and send the invitation to attend the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Perform other tasks necessary to facilitate the meeting.

- 3. The notice of the General Meeting of Shareholders must be sent to all shareholders in the shareholder list entitled to attend the meeting no later than twenty-one (21) days before the meeting date. The notice must be sent by a method that ensures delivery to the contact address of the shareholder and must also be published on the Company's website, the website of the State Securities Commission, and the stock exchange where the Company's shares are listed or registered for trading. If the Company sends the invitation via email, the email address used shall be the one provided by the Vietnam Securities Depository and Clearing Corporation or the one registered with the Company by the shareholder.

The notice of meeting, the meeting agenda, and related documents to be voted on must be sent to shareholders and/or published on the Company's website. If such documents are not included with the meeting notice, the notice must clearly indicate the web link to access the full set of documents, including:

- a) The meeting agenda and supporting materials;
- b) The list and detailed information of candidates for election to the Board of Directors and the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each matter on the agenda.

- 4. Shareholders or groups of shareholders as provided in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the meeting agenda. Such proposals must be made in writing and sent to the Company no later than seven (07) working days before the meeting date. The date of submission shall be determined based on the acknowledgment of receipt by the postal service (if sent by post) or the Company's receipt slip (if submitted directly). The proposal must clearly state the name of the shareholder, the number and class of shares held, and the matter proposed for inclusion.

- 5. The person convening the General Meeting of Shareholders may only reject proposals submitted under Clause 4 of this Article in the following cases:

- a) The proposal does not comply with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as required by Clause 2, Article 12 of this Charter;

- c) The proposed matter does not fall within the authority of the General Meeting of Shareholders.
- 6. The person convening the General Meeting of Shareholders must accept and include proposals submitted under Clause 4 in the tentative agenda and contents of the meeting, unless rejected under Clause 5 of this Article; the proposal shall be officially added to the agenda and contents if approved by the General Meeting of Shareholders.

Article 18. Conditions for convening the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall be convened when shareholders attending the meeting represent more than 50% of the total voting shares.
- 2. If the first meeting fails to satisfy the conditions under Clause 1 of this Article, a second meeting invitation must be sent within thirty (30) days from the intended date of the first meeting. The second meeting may proceed when shareholders attending represent at least 33% of the total voting shares.
- 3. If the second meeting fails to satisfy the conditions under Clause 2 of this Article, a third meeting invitation must be sent within twenty (20) days from the intended date of the second meeting. The third meeting shall be held regardless of the total voting shares represented by the shareholders attending.

Article 19. Procedures for convening and voting at the General Meeting of Shareholders

- 1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all eligible attending shareholders are registered, in the following order:
 - a) Upon registration, the Company shall issue each shareholder or authorized representative a voting card and ballot, indicating the registration number, full name of the shareholder and authorized representative (if any), and the number of votes held.
 - b) Shareholders or authorized representatives arriving after the meeting has commenced shall still be allowed to register and participate in the meeting and vote after registration. The chairperson is not required to pause the meeting for latecomers, and previously adopted decisions remain valid.
- 2. The election of the chairperson, secretary, and vote counting committee shall be conducted as follows:
 - a) The Chairman of the Board of Directors shall act as chairperson of the meeting or may delegate another member of the Board to preside over the meeting convened by the Board. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board shall elect one among them to preside over the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall oversee the meeting to elect a chairperson from the attendees. The person receiving the most votes shall act as chairperson;

- b) Except as provided in point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders for the purpose of electing the chairperson of the meeting, and the person receiving the highest number of votes shall act as the chairperson;
 - c) The chairperson shall appoint one or more persons to act as the secretary of the meeting;
 - d) The General Meeting of Shareholders shall elect one or more individuals to the vote counting committee as proposed by the chairperson.
3. The meeting agenda and contents must be adopted at the opening session of the meeting. The agenda must specify a clear and detailed time allocation for each item.
 4. The General Meeting of Shareholders shall deliberate and vote on each item on the agenda. Voting shall be conducted by casting votes “in favor,” “against,” or “abstain.” Voting results shall be announced prior to the conclusion of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the chairperson. The number of vote counters shall be determined by the General Meeting based on the chairperson’s proposal.
 5. The chairperson shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, consistent with the approved agenda and reflecting the majority’s will. Such measures may include:
 - a) Arranging seating at the meeting venue;
 - b) Ensuring safety for all attendees;
 - c) Facilitating participation (or continued participation) by shareholders. The meeting convener shall have full discretion to adjust these measures and apply all necessary means, including admission cards or other selective procedures.
 6. The person convening or presiding over the General Meeting of Shareholders shall have the following rights:
 - a) To require all attendees to comply with inspection or other lawful and reasonable security procedures;
 - b) Request the competent authorities to maintain order at the meeting; remove any person who does not comply with the authority of the chairperson, deliberately disrupts order, obstructs the normal proceedings of the General Meeting of Shareholders, or fails to comply with security inspection requirements from the General Meeting of Shareholders.
 7. The chairperson shall have the right to postpone a General Meeting that satisfies quorum requirements for up to three (03) working days from the originally scheduled date and may only postpone or relocate the meeting in the following cases:
 - a) The venue does not have adequate seating for all attendees;
 - b) The means of communication at the meeting venue do not ensure that shareholders attending the meeting are able to participate, discuss, and vote;

- c) There are attendees who obstruct or disrupt order, creating a risk that the meeting cannot be conducted in a fair and lawful manner.
- d) In the event that the chairperson adjourns or suspends the General Meeting of Shareholders in violation of this provision, the GMS shall elect another attendee to act as chairperson to preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.
- 8. If the Company uses modern technology to organize the General Meeting of Shareholders via online meeting, it must ensure that shareholders can attend and vote via electronic ballots or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP of the Government guiding implementation of the Law on Securities.

Article 20. Conditions for the adoption of resolutions of the General Meeting of Shareholders

- 1. A resolution on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 6, Article 148 of the Enterprise Law:
 - a) The class and total number of shares of each class;
 - b) Change of business lines and sectors;
 - c) Change in the organizational structure of the Company;
 - d) Investment projects or disposal of assets with a value equal to or greater than 35% of the total assets as stated in the latest financial statements of the Company;
 - e) Reorganization or dissolution of the Company.
- 2. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 1, 3, 4, and 6, Article 148 of the Enterprise Law.
- 3. A resolution of the General Meeting of Shareholders adopted by 100% of the voting shares shall be lawful and effective even if the procedures for convening and adopting the resolution violate provisions of the Enterprise Law and this Charter.

Article 21. Authority and procedures for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders

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

- 1. The Board of Directors shall have the authority to collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary in the interest of the Company, except in the case provided under Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory materials, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall comply with Clause 3, Article 17 of this Charter.
3. The ballot must include the following main contents:
 - a) Name, head office address, and enterprise registration number of the Company;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and legal document number for shareholders who are individuals; name, enterprise code or legal document number, and head office address for shareholders who are organizations; or full name, contact address, nationality, and legal document number for the representative of a shareholder who is an organization; the number of shares of each class and the number of voting rights held by the shareholder;
 - d) Issues subject to voting;
 - e) Voting options shall include: in favor, against, and abstain for each matter subject to collection of opinions;
 - f) Deadline for returning the completed ballots to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return their completed ballots to the Company via mail, fax, or email as follows:
 - a) For mail: the completed ballot must bear the signature of the individual shareholder, the authorized representative/legal representative of an institutional shareholder. The ballot must be enclosed in a sealed envelope, which may not be opened prior to the vote counting;
 - b) For fax or email: the ballot must be kept confidential until the time of vote counting;
 - c) Ballots received after the deadline specified on the ballot, or that were opened if sent by mail or disclosed if sent by fax/email shall be invalid. Ballots not returned shall be deemed as non-participation in voting.
5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The minutes must include the following:
 - a) Name, head office address, and enterprise registration number of the Company;
 - b) Purpose and matters for which written opinions were collected;
 - c) Number of shareholders and total voting shares that participated in the vote, including valid and invalid votes and the voting methods used, along with a list of participating shareholders;
 - d) Total votes in favor, against, and abstentions for each matter;

- e) Matters approved and corresponding voting ratios;
- f) Full names and signatures of the Chairman of the Board of Directors, vote counter(s), and vote counting supervisor(s).
- 6. Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the accuracy and honesty of the vote counting minutes and shall be jointly liable for any damage arising from dishonestly or inaccurately adopted resolutions.
- 7. The vote counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of vote counting. Alternatively, they may be published on the Company's website within twenty-four (24) hours from the time of vote counting.
- 8. The resolution, vote counting minutes, and accompanying documents must be disclosed in accordance with laws on information disclosure.
- 9. The completed opinion forms, the vote counting minutes, the adopted resolutions, and all related documents attached to the opinion forms must be retained at the Company's head office.
- 10. A resolution adopted by collecting written opinions from shareholders is considered passed if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

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

- 1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may also be audio recorded or stored in other electronic forms. The minutes shall be made in Vietnamese and may be prepared in a foreign language and must include the following principal contents:
 - a) Name, head office address, and enterprise registration number of the Company;
 - b) Time and location of the meeting;
 - c) Agenda and meeting contents;
 - d) Full names of the chairperson and secretary;
 - e) Summary of meeting proceedings and statements made on each matter in the agenda;
 - f) The number of shareholders and the total number of voting rights of shareholders attending the meeting; an appendix with the list of registered shareholders and representatives attending the meeting, together with the corresponding number of shares and voting rights;
 - g) Total number of votes cast on each voting matter, specifying the method of voting, number of valid and invalid votes, number of votes in favor, against, and abstentions; the corresponding ratio to the total number of votes of shareholders attending and voting;
 - h) Matters adopted and the corresponding approval ratios;

- i) Full names and signatures of the chairperson and secretary.
If the chairperson or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the information as required in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.
2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting.
3. The chairperson and secretary of the meeting or any person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the minutes.
4. Minutes made in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the date of conclusion of the meeting; the minutes of vote counting may instead be published on the company's website.
6. The resolution, meeting minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders, and all documents attached to the minutes (if any) or relevant documents accompanying the meeting invitation must be disclosed in accordance with the laws on information disclosure on the securities market.
7. The resolution, meeting minutes of the General Meeting of Shareholders, the appendix listing attending shareholders, proxies, documents attached to the minutes (if any), and related documents must be retained at the Company's head office.

Article 23. Request for annulment of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or meeting minutes of the General Meeting of Shareholders or the minutes of the vote counting results of a written consultation of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law shall have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and passing the resolution of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law or this Charter, except in the case provided in Clause 3, Article 20 of this Charter.
2. The content of the resolution violates the law or this Charter.

CHAPTER VII

THE BOARD OF DIRECTORS

Article 24. Nomination and candidacy of members of the Board of Directors

1. If the candidates for the Board of Directors have been determined, the Company must disclose information related to such candidates at least ten (10) days prior to the opening

date of the General Meeting of Shareholders on the Company's website to allow shareholders to review candidate information before voting. Each candidate must submit a written commitment on the truthfulness and accuracy of the disclosed personal information and must also commit to perform their duties with honesty, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information shall include:

- a) Full name, date of birth;
- b) Educational qualifications;
- c) Employment history;
- d) Other managerial positions (including positions on the board of directors of other companies);
- e) Relevant interests related to the Company and its related parties;
- f) Other information (if any).

The Company is responsible for disclosing information about companies in which the candidate currently holds board or managerial positions and any interests related to such companies (if any).

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors as follows: A shareholder or group of shareholders holding from 10% to less than 15%, from 15% to less than 25%, from 25% to less than 35%, from 35% to less than 50% and from 50% or more of the total ordinary shares may nominate one (01) candidate, two (02) candidates, three (03) candidates, four (04) candidates and all candidates respectively.
3. If the number of nominated and self-nominated candidates is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the internal corporate governance regulations of the Company. Any nominations by the incumbent Board must be clearly disclosed prior to the General Meeting of Shareholders' voting in accordance with the law.
4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Enterprise Law and other relevant legal provisions.

Article 25. Composition and term of the Board of Directors

1. The Board of Directors shall consist of five (05) members.
2. The term of office for a member of the Board of Directors shall not exceed five (05) years and may be renewed without limit on the number of terms. An individual may serve as an independent member of the Board for no more than two (02) consecutive terms. If all members' terms expire at the same time, they shall continue to serve until replacements are elected and assume their roles.

3. Composition of the Board of Directors:

The Board of Directors must comprise at least one-third (1/3) non-executive members and must have at least one independent member. The Company shall minimize the number of Board members concurrently holding executive positions to preserve the Board's independence.

4. A Board of Directors Member shall cease to hold office as a Board of Directors Member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Enterprises Law.

5. The election of Board members must be publicly disclosed in accordance with laws on securities market disclosure.

6. Board members are not required to be shareholders of the Company.

Article 26. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company in deciding and performing the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders. The Board of Directors has the following rights and obligations:

- a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) To propose the class and total number of shares to be offered for sale;
- c) To decide on the sale of unsold shares within the authorized limits, and other capital mobilization plans;
- d) To decide on the selling price of shares and bonds of the Company;
- e) To decide on the repurchase of shares as provided in Clauses 1 and 2, Article 133 of the Enterprise Law;
- f) To approve investment policies and projects within its authority and legal limits;
- g) To approve investments not included in the business plan and budget that are VND 100 million or more (excluding tax), or that exceed 5% of the annual business plan and budget (excluding tax);
- h) To decide on market development, marketing, and technology strategies;
- i) To approve purchase, sale, loan, lending contracts, and other transactions valued at 10% or more of total assets stated in the latest financial statements, except transactions under the authority of the General Meeting of Shareholders as per Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law;

- j) To elect, dismiss, and remove the Chairman of the Board; to appoint, dismiss, enter into, and terminate contracts with the General Director and other key managers as stipulated by the Charter of the Company; to determine their salaries, bonuses, and benefits; to assign authorized representatives to other companies' members' councils or shareholder meetings and determine their remuneration and benefits;
 - k) To supervise and direct the General Director and other managers in the day-to-day operations of the Company;
 - l) To determine the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and to approve capital contributions or share acquisitions in other enterprises;
 - m) To approve the agenda and documents for the General Meeting of Shareholders and convene meetings or seek shareholder opinions to adopt resolutions;
 - n) To present the audited annual financial statements to the General Meeting of Shareholders;
 - o) To propose dividend rates; and to decide the time and procedures for dividend payments or dealing with operational losses;
 - p) To propose the reorganization or dissolution of the Company; and to request bankruptcy proceedings;
 - q) To adopt the Board of Directors' operation regulations, internal corporate governance rules after approved by the General Meeting, and the Company's information disclosure regulations;
 - r) Other rights and obligations as provided by law and this Charter.
3. The Board of Directors must report its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020, guiding the implementation of a number of provisions of the Law on Securities.

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

- 1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and results.
- 2. Members of the Board of Directors are entitled to working remuneration and bonuses. The working remuneration is calculated based on the number of working days required to fulfill their duties and the daily rate. The Board of Directors shall determine the remuneration of each member on a consensus basis. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax,

shown as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or works on committees of the Board or performs tasks beyond the ordinary duties of a board member may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred in the performance of their assigned tasks, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be covered under a liability insurance policy purchased by the Company with the approval of the General Meeting of Shareholders. This insurance shall not cover liabilities arising from legal violations or breaches of the Charter.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board from among its members.
2. The Chairman shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a) To establish the operation program and plan of the Board;
 - b) To prepare the meeting agenda, content, and materials; to convene, preside over, and chair meetings of the Board;
 - c) To organize the adoption of resolutions and decisions of the Board;
 - d) To oversee the implementation of resolutions and decisions of the Board;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) To exercise other rights and duties as provided by law and this Charter.
4. In the event of resignation, dismissal, or removal of the Chairman, the Board of Directors must elect a replacement within ten (10) days from the date of receiving resignation letter or the date of dismissal, or removal.
5. If the Chairman is absent or unable to perform their duties, they must authorize another Board member in writing to perform the duties of the Chairman.
6. If no authorization is given, or the Chairman is deceased, missing, detained, serving a prison sentence, undergoing compulsory rehabilitation or education, evading residence, lacking or losing legal capacity, has impaired cognitive ability or self-control, or is prohibited by the Court from holding office or practicing a profession, the remaining members shall elect one among them by majority vote to act as Chairman until a new decision is made by the Board.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board shall be elected at the first meeting of the Board of Directors' term as follows:
 - a) The first meeting shall be convened and chaired by the member with the highest number or percentage of votes within seven (07) working days from the conclusion of the Board election;
 - b) If the meeting is not convened under point a, the member with the second-highest vote shall convene and chair within two (02) working days after the deadline in point a, and so on in order of vote count until the last member;
 - c) If more than one member receives equal highest votes, the members shall elect one among them by majority vote to convene the meeting.
2. The Board of Directors shall convene a meeting at least once every quarter and may hold extraordinary meetings or adopt resolutions by collecting written opinions from its members.

Resolutions and decisions of the Board of Directors shall be adopted either by voting at a meeting or by written consultation. Each member of the Board of Directors shall have one vote.

3. The Chairman shall convene a Board meeting in the following cases:
 - a) At the request of the Supervisory Board or an independent Board member;
 - b) At the request of the General Director or at least five (05) other Managers;
 - c) At the request of at least two (02) Board members;
 - d) At the discretion of the Chairman in the interest of the Company.

Such requests must be made in writing and specify the purpose, agenda items, and matters under the authority of the Board.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request as specified in Points a, b, and c, Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he or she shall be liable for any damages caused to the Company, and the requesting party shall have the right to convene the meeting in place of the Chairman.
5. The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting no later than three (03) working days prior to the meeting date. If deemed necessary, the Chairman of the Board of Directors may convene a meeting of the Board of Directors and send the notice of invitation within a shorter period. The notice of invitation must specify the time and venue of the meeting, the agenda, matters to be discussed and decided. The notice must be accompanied by all documents to be used at the meeting and the voting ballots of the members.

The meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Board of Directors' operating regulations, and must

be delivered to the contact address of each member of the Board of Directors and the Supervisors as registered with the Company.

6. The Chairman or convener must send the meeting notice and accompanying materials to the Supervisors in the same manner as to the members of the Board of Directors. Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but do not have voting rights.

7. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of Board members are present.

If the meeting convened under this provision fails to reach the required quorum, a second meeting may be convened within two (02) working days from the originally scheduled meeting date. In such case, the meeting shall be valid if more than one-half of the Board members are present.

8. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in any of the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online meeting, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via mail, fax, or email.

9. A meeting of the Board of Directors may be conducted by online conference or other means where one or more members are located in different places, provided that each participating member is able to:

- a) Hear the other members speak during the meeting; and
- b) Speak to all other participants simultaneously, if desired. A Board member attending such a meeting shall be considered "present" at the meeting.

Resolutions adopted at such online or remote meetings shall be valid if approved by a majority of the attending Board members and shall have the same legal effect as if adopted at an in-person meeting.

10. A member of the Board of Directors may send a voting ballot to the meeting via mail, fax, or email. In case of mailing, the ballot must be enclosed in a sealed envelope and delivered to the Chairman no later than one (01) hour before the opening of the meeting. The ballot shall only be opened in the presence of all meeting attendees.
11. Members of the Board of Directors must attend all meetings of the Board. A member may authorize another member of the Board to attend and vote on their behalf, provided that the authorization is approved by a majority of the Board members. A Board member shall not authorize a person who is not a member of the Board of Directors of the Company to exercise their powers or perform their obligations.

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the Board members present at the meeting. In the event of a tie vote, the Chairman of the Board of Directors shall have the casting vote.

Article 30. Committees of the Board of Directors

1. The Board of Directors may establish subordinate committees to oversee matters such as development policy, human resources, compensation, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, but each committee must have at least three (03) members, comprising members of the Board of Directors and external members. Independent and non-executive members of the Board of Directors should constitute the majority of each committee, and one of these members shall be appointed as the Chair of the committee by resolution of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only be valid if it is approved by the majority of its members present and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or its committees must be in accordance with applicable laws, the Charter of the Company, and the Company's internal corporate governance regulations.

Article 31. Corporate governance officer

1. The Board of Directors of the Company must appoint at least one (01) corporate governance officer to support the corporate governance activities of the Company. The corporate governance officer may concurrently serve as the company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The corporate governance officer may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The corporate governance officer shall have the following rights and obligations:
 - a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with the law and on matters relating to the relationship between the Company and its shareholders;
 - b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) To provide advice on meeting procedures;
 - d) To attend meetings;
 - e) To advise on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
 - f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board;

- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as the contact point for parties with related interests;
- i) To maintain confidentiality of information as required by law and the Company Charter;
- j) Other rights and obligations as provided by law and the Company Charter.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organizational structure of management

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, and a Chief Accountant, all of whom shall be appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

Article 33. Executives of the Company

1. The executives of the Company shall include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors in accordance with Clause 2 of this Article.
2. Based on the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in such numbers and with such qualifications as are appropriate to the structure and internal management regulations of the Company as stipulated by the Board of Directors.
3. The General Director shall be entitled to receive salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.
4. The salaries of the Executives shall be included in the business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or engage another person to serve as the General Director.
2. The General Director is responsible for managing the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must meet the qualifications and conditions prescribed by law and by the Charter of the Company.
4. The General Director shall have the following rights and obligations:
 - a) To decide matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plans and investment projects;
 - d) To propose organizational structure plans and internal management regulations of the Company;
 - e) To appoint, dismiss, or remove managerial positions within the Company, except for those positions under the authority of the Board of Directors;
 - f) To determine salaries and other benefits for employees of the Company, including managers whose appointment falls within the authority of the General Director;
 - g) To recruit employees;
 - h) To propose plans for dividend payments or handling of business losses;
 - i) Other rights and obligations as prescribed by law, the Charter of the Company, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director if a majority of the Board members with voting rights present at the meeting so approve, and appoint a new General Director as replacement.

CHAPTER IX

SUPERVISORY BOARD

Article 35. Nomination and candidacy of Supervisors

1. The nomination and candidacy of Supervisors shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 24 of this Charter and the Operational Regulations of the Supervisory Board.
2. In the event that the number of candidates for the Supervisory Board, through nomination and candidacy, is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms stipulated in the Company Charter and the Company's internal corporate governance regulations. The nomination of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Supervisors in accordance with the law.

Article 36. Composition of the Supervisory Board

1. The number of Supervisors of the Company shall be three (03). The term of office of a Supervisor shall not exceed five (05) years and may be renewed for an unlimited number of terms.
2. Supervisors must meet the qualifications and conditions as prescribed in Article 286 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law.
3. A Supervisor shall be dismissed in the following cases:
 - a) No longer meeting the qualifications and conditions for being a Supervisor as prescribed by the Enterprises Law;
 - b) Submission of a resignation letter that is accepted;
 - c) Other cases as prescribed by law or this Charter.
4. A Supervisor shall be removed in the following cases:
 - a) Failure to fulfill assigned duties or tasks;
 - b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c) Repeated or serious violations of the obligations of a Supervisor as prescribed by the Enterprises Law and the Company Charter;
 - d) Pursuant to a resolution of the General Meeting of Shareholders.

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 by majority vote. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the business activities of the Company.
2. Rights and obligations of the Head of the Supervisory Board::
 - a) To convene meetings of the Supervisory Board;
 - b) To request the Board of Directors, General Director, and other Executives to provide relevant information for reporting to the Supervisory Board;
 - c) To prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and obligations of the Supervisory Board

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

1. Propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to audit the Company's financial statements; decide on the selection of the approved audit firm to conduct audits of the Company's operations, and dismiss the approved auditor when deemed necessary.
2. To be accountable to the shareholders for its supervisory activities;
3. To supervise the Company's financial situation and the compliance with laws in the activities of the members of the Board of Directors, General Director, and other managers;
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;
5. In the event of detecting violations of law or the Company Charter by members of the Board of Directors, the General Director, or other Executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to cease the violation, and take remedial measures;
6. To formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
8. To have the right to access records and documents of the Company kept at its head office, branches, and other locations; to have the right to visit the workplace of Managers and employees of the Company during working hours;
9. To have the right to request the Board of Directors, members of the Board of Directors, General Director, and other Managers to fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of the Company;
10. Other rights and obligations as prescribed by law and this Charter.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must convene at least two (02) meetings per year, with the attendance of no less than two-thirds (2/3) of its members. The minutes of the Supervisory Board meetings shall be prepared in detail and with clarity. The person taking the minutes and all Supervisors attending the meeting must sign the minutes. All minutes of the Supervisory Board meetings must be retained to establish the responsibility of each Supervisor.
2. The Supervisory Board has the right to require members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and respond to matters that need clarification.

Article 40. Salary, remuneration, bonus, and other benefits of Supervisors

Salaries, remuneration, bonuses, and other benefits for Supervisors shall be implemented as follows:

1. Supervisors shall be entitled to receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Supervisors shall be reimbursed for reasonable expenses relating to meals, accommodation, travel, and the use of independent advisory services. The total remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal provisions, and must be recorded as a separate item in the Company's annual financial statements.

CHAPTER X

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

Members of the Board of Directors, Supervisors, the General Director, and other Executives are responsible for performing their duties, including their duties as members of committees of the Board of Directors, with honesty and prudence for the benefit of the Company.

Article 41. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other Managers must disclose their related interests in accordance with the Enterprises Law and relevant legal documents.
2. Members of the Board of Directors, Supervisors, the General Director, other Managers, and their Related Persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, Supervisors, the General Director, and other Managers are obliged to notify the Board of Directors and the Supervisory Board in writing regarding transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of the charter capital, and themselves or their Related Persons, as prescribed by law. For transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the

Company must disclose information on such resolutions in accordance with the laws on information disclosure in the securities market.

4. Members of the Board of Directors are not allowed to vote on transactions that confer benefits on themselves or their Related Persons in accordance with the Enterprises Law and the Company Charter.
5. Members of the Board of Directors, Supervisors, the General Director, other Managers, and their Related Persons must not use or disclose internal information to other persons for the purpose of conducting related transactions.

Article 42. Liability for damages and indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other Executives who violate the duty of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages caused by their violations.
2. The Company shall indemnify persons who are, have been, or may become parties to any complaint, lawsuit, or legal proceeding (including civil and administrative cases, but excluding cases where the Company is the plaintiff) if such person is or was a member of the Board of Directors, Supervisor, General Director, other Executive, employee, or authorized representative of the Company, and has acted or is acting in the discharge of their duties on behalf of the Company, honestly and prudently in the interests of the Company, in compliance with the law, and where there is no evidence proving that such person has breached their responsibilities.
3. Indemnification expenses include court-awarded damages, fines, and actual expenses incurred (including attorney's fees) in connection with the settlement of such cases, within the framework of the law. The Company may purchase insurance for these persons to cover the aforementioned indemnification liabilities.

CHAPTER XI

RIGHT TO LOOK UP THE COMPANY'S BOOKS AND RECORDS

Article 43. Right to look up books and records

1. Ordinary shareholders shall have the right to look up books and records as follows:
 - a) Ordinary shareholders have the right to view, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request the correction of their inaccurate information; view, look up, extract, or make copies of the Company Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders holding at least five percent (5%) of the total ordinary shares have the right to view, look up, and extract minutes and resolutions or decisions of the Board of Directors, semi annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval by the Board of

- Directors, and other documents, except for those pertaining to trade secrets or business secrets of the Company.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up the books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders being represented, or a certified copy thereof.
 3. Members of the Board of Directors, Supervisors, the General Director, and other Executives have the right to look up the Company's Register of Shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
 4. The Company must retain this Charter and any amendments or supplements to this Charter, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its head office.
 5. The Company Charter must be disclosed on the Company's website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters related to the recruitment and dismissal of employees, salaries, social insurance, benefits, commendation, and disciplinary measures for employees and Executives of the Company.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with best practices, management standards and policies, the provisions of this Charter, the Company's internal regulations, and the applicable laws.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders shall determine the rate and form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any payments related to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body responsible for implementing such decision.
4. In cases where dividends or other amounts relating to any class of shares are paid in cash, the Company must make such payments in Vietnamese Dong. The payment may be made directly or via banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be responsible for the amount already transferred to that shareholder. Dividend payments for shares registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Enterprises Law and the Securities Law, the Board of Directors shall pass a resolution to determine a specific date to finalize the list of shareholders entitled to receive dividends. Based on the record date, persons owning shares or other securities shall be entitled to receive dividends in cash or shares, and to receive notifications or other materials.
6. Other matters relating to profit distribution and appropriation to various funds shall be carried out in accordance with the provisions of law.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

1. The Company shall open accounts at a Vietnamese bank or at branches of foreign banks that are permitted to operate in Vietnam.
2. With prior approval from the competent authority, and if necessary, the Company may open bank accounts abroad in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong and/or foreign currency accounts at banks where the Company maintains accounts.

Article 47. Fiscal year

The fiscal year of the Company commences on January 1st and ends on December 31st of each year. The first fiscal year begins on the date the Company is granted the Enterprise Registration Certificate and ends on December 31st of that same year.

Article 48. Accounting regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or a specific accounting regime as prescribed by law.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the provisions of the law on accounting and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as its accounting currency. In case the Company mainly incurs economic transactions in a certain foreign currency, it may select that foreign currency as the accounting currency, take responsibility before the law for such selection, and notify the directly managing tax authority.

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS

Article 49. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, which shall be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements as prescribed by the laws on disclosure of information in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by the laws on enterprise accounting. The annual financial statements must present a true and fair view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on disclosure of information in the securities market and submit them to the competent state authority.

Article 50. Annual reports

The Company must prepare and disclose annual reports in accordance with the provisions of law on securities and the securities market.

CHAPTER XVI

AUDIT OF THE COMPANY

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the subsequent financial year.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders and to receive notifications and other information related to such meetings, and shall have the right to express opinions at the meetings regarding matters concerning the audit of the Company's financial statements.

CHAPTER XVII

COMPANY SEAL

Article 52. Company seal

1. The seal includes seals made at authorized seal engraving establishments or seals in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall determine the type, quantity, form, and contents of the seal of the Company, its branches, and representative offices.
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

CHAPTER XVIII

DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

The Company may be dissolved in the following circumstances:

1. Pursuant to a resolution or decision of the General Meeting of Shareholders;
2. Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;
3. Other cases as prescribed by law.

Article 54. Liquidation

1. Upon the decision to dissolve the Company, the Board of Directors shall establish a liquidation committee consisting of three (03) members, of whom two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from among an independent auditing firm. The liquidation committee shall prepare its own operating regulations. Members of the liquidation committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be given priority for payment by the Company before other debts of the Company.
2. The liquidation committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and the date of commencement of its activities. From that time, the liquidation committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance, and other employee benefits in accordance with collective labor agreements and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;

- e) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

CHAPTER XIX

SETTLEMENT OF INTERNAL DISPUTES

Article 55. Settlement of internal disputes

1. In the event that a dispute or complaint arises relating to the operation of the Company or the rights and obligations of shareholders as provided in the Enterprises Law, this Charter, other legal regulations, or agreements between:
 - a) A shareholder and the Company;
 - b) A shareholder and the Board of Directors, Supervisors Board, General Director, or other Executives;

The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Except where the dispute concerns the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and require each party to present relevant information concerning the dispute within thirty (30) working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If a conciliation decision cannot be reached within six (06) weeks from the commencement of the conciliation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or to a Court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. The payment of court fees shall be made in accordance with the decision of the Court.

CHAPTER XX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 56. Charter of the Company

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that any matters relating to the operations of the Company are regulated by law but not mentioned in this Charter, or in the event of any new legal provisions differing from the provisions of this Charter, such legal provisions shall prevail and govern the operations of the Company.



CHAPTER XXI
EFFECTIVE DATE

Article 57. Effective date

1. This Charter, comprising 21 Chapters and 57 Articles, was unanimously adopted by the General Meeting of Shareholders of PetroVietnam Engineering Consultancy Joint Stock Corporation on June 24, 2025, at the 2025 Annual General Meeting of Shareholders, and shall be effective as of the date of its adoption, replacing the Charter dated June 19, 2018.
2. This Charter is the sole and official Charter of the Company.
3. This Charter is made in three (03) original copies and must be kept at the Company's head office.
4. Any copies or extracts of the Charter shall be valid only when signed by the Chairman of the Board of Directors, or at least one half (1/2) of the total members of the Board of Directors, or by the legal representative of the Company.

Full name and signature of the legal representative of the Company.

Ngo Ngoc Thuong
General Director