

## CHAPTER II.

### NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVES OF THE CORPORATION

#### Article 2. Name, form, headquarters, branches, representative offices, term of operation, and Legal Representative of the Corporation

##### 1. Name of the Corporation

- **Vietnamese name:** TÔNG CÔNG TY CỔ PHẦN XÂY LẬP DẦU KHÍ VIỆT NAM
- **English name:** PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION
- **Transaction name:** PV CONSTRUCTION J.S.C
- **English abbreviation:** PETROCONS
- **Logo:**
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- **The Stock Ticker of the Corporation is:** PVX

**2. Form of Operation:** The Corporation operates as a Joint Stock Company with legal entity status in accordance with the current laws of Vietnam and this Charter.

##### 3. Registered Headquarters of the Corporation:

- **Head office address:** 14th Floor, Vietnam Petroleum Institute Tower, No. 167 Trung Kinh Street, Yen Hoa Ward, Hanoi City, Vietnam.
- **Telephone:** 024.37689291, 37689293, 37689294
- **Fax:** 024.37689290
- **E-mail:** info@petrocons.vn; info@pvc.vn
- **Website:** petrocons.vn

**4. Legal Representative of the Corporation:** The Corporation has one (01) legal representative. The Chairperson of the Board of Directors or the General Director shall serve as the legal representative of the Corporation. The Board of Directors of the Corporation shall decide on this matter. The powers and obligations of the Legal Representative are stipulated in Articles 12 and 13 of the Law on Enterprises.

##### 5. Branches and representative offices of the Corporation:

The Corporation may establish branches and representative offices in its business locations to achieve its objectives, in accordance with resolutions of the Board of Directors and within the limits permitted by law.

6. Unless terminated prior to its term in accordance with Clause 2, Article 53, the operating term of the Corporation shall commence from the date of establishment and shall be indefinite.

## **CHAPTER III**

### **OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE CORPORATION**

#### **Article 3. Objectives of the Corporation**

**1. The business lines of the Corporation include:**

- Technical testing and analysis;
- Construction of public utility works;
- Construction of power works;
- Construction of water supply and drainage works;
- Construction of telecommunications and communication works;
- Construction of other public utility works;
- **Construction of other civil engineering works**
  - Construction of hydraulic works;
  - Construction of mining works;
  - Construction of processing and manufacturing plants;
  - Construction of other civil engineering works;
- + Construction of outdoor sports facilities;
- + Construction of transport and irrigation works;
- + Construction of oil and gas projects (onshore and offshore), industrial and civil works, river ports and seaports;
- + Construction of irrigation works, dykes, embankments and ports;
- Investment in and construction of infrastructure projects, bridges, roads, and civil and industrial works;
- Investment in the construction of mechanical manufacturing plants serving the oil and gas industry; shipbuilding yards for oil, gas and chemical transport vessels; offshore rig construction yards; cement plants and building materials manufacturing plants;
- Investment in the construction and operation of road tunnel projects;
- Investment in high technology in high-rise building construction;
- Investment in, construction, operation and management of markets.
- Mechanical processing; treatment and coating of metals;
- Advertising;
- Organization of trade promotion and commercial introduction;
- Printing;
- Services related to printing;
- **Architectural and related technical consultancy activities:**
  - Design of civil and industrial construction works;
  - Consultancy on appraisal of investment projects for civil and industrial construction; project management consultancy; consultancy on preparation of bidding documents; certification of conformity with construction quality standards (only carried out when



meeting capacity conditions in accordance with the law and within the scope of registered practice certificates);

- Survey, design and consultancy for investment in small- and medium-scale civil and industrial construction works (only carried out when meeting legal capacity requirements);
- Consultancy for investment in oil and gas, civil and industrial construction projects (only carried out when meeting legal capacity requirements and practice certificates);
- Technical inspection and analysis, testing of mechanical, physical, chemical samples and construction materials;
  - Market research and public opinion polling (excluding investigation and information services prohibited by the State);
  - Technology transfer consultancy in the fields of construction and industrial production;
  - Trading and installation of fire prevention and firefighting equipment;
  - Import-export trading of materials and equipment for petroleum construction; general trading and services;
  - Transportation of oil, liquefied gas and chemicals;
- Manufacture of metal structures:
- Details:
  - Manufacture of mechanical products; anti-corrosion treatment of metals; maintenance and repair of offshore platforms' jackets, vessels and floating structures;
  - Threading of pipes; manufacture of couplings, connectors and accessories for drilling, oil and gas exploitation and industrial use;
  - Design and manufacture of storage tanks for petroleum, liquefied gas, water; pressure vessels and process piping systems;
  - Fabrication and installation of offshore platform jackets and other metal structures;
  - Manufacture and supply of drill pipes, casing pipes, couplings, connectors and accessories for oil and gas and industrial sectors;
  - Mechanical fabrication serving the oil and gas industry, shipbuilding, and operation of river ports and seaports;

• **Shipbuilding and floating structures:**

- Construction of onshore and offshore drilling rigs;
- Construction of oil, gas and chemical transport vessels (excluding design of transport vehicles);

• **Installation of machinery and industrial equipment:**

- Installation, maintenance and repair of oil and gas facilities, offshore platform jackets, metal structures, storage tanks, pressure vessels and process systems, as well as civil and industrial works;
- Installation of technological machinery systems, control equipment and automation systems in industrial plants;
- Installation of power transmission lines up to 35kV and other civil and industrial electrical systems;

• **Real estate business; land use rights owned, used or leased:**

- Real estate business: Investment in construction of industrial zones, transport infrastructure, urban development, offices, housing; construction of infrastructure projects, irrigation works, dykes, embankments, river ports, seaports, bridges, roads, civil and industrial works; urban, office, supermarket and housing business;
  - Business of housing and technical infrastructure facilities;
- **Production of commercial concrete;**
- **Wholesale of construction materials and other installation equipment:**
    - Trading of commercial concrete;
    - Trading of construction and petroleum materials and equipment;
    - Trading of mechanical products and construction materials;
- **Site preparation:**
    - Drilling, blasting, mining, and industrial production (concrete plants, hydropower, gas power plants);
    - Site leveling;
- Industrial production (concrete plants, hydropower, gas power plants);
  - Production of construction materials;
  - Industrial manufacturing;
  - Installation of water supply and drainage systems, heating and air-conditioning systems;
  - Survey, maintenance, servicing and repair of oil and gas works (onshore and offshore), civil and industrial works;
  - Treatment and disposal of hazardous waste;
  - Production of basic chemicals;
  - Other specialized wholesale not elsewhere classified;
  - Technical testing and analysis;
  - Recycling of scrap materials.

## **2. Objectives of the Corporation:**

The objectives of the Corporation are to develop and enhance the quality and efficiency of petroleum construction activities, production, investment and services in its business sectors and other fields in compliance with the law; to innovate its production organization, management and corporate governance; to maximize the utilization of its resources and profits; to ensure benefits for shareholders; to improve working conditions and enhance income and living standards for employees and workers; to fully fulfill obligations to the State; and to develop the Corporation in a strong and sustainable manner.

## **Article 4. Business scope and operations of the Corporation**

1. The Corporation is permitted to plan and carry out all business activities in accordance with its registered business lines as published on the National Business Registration Portal and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve its objectives.
2. The Corporation may conduct business in other sectors permitted by law and approved by the General Meeting of Shareholders.



## **CHAPTER IV CHARTER CAPITAL, SHARES**

### **Article 5. Charter Capital and Shares**

1. The Charter Capital of the Corporation is: VND 4,000,000,000,000 (Four trillion Vietnamese dong). The total Charter Capital is divided into 400,000,000 (Four hundred million) shares with a par value of VND 10,000 (Ten thousand dong) per share.
2. The Corporation may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. As of the date of adoption of this Charter, all shares of the Corporation are ordinary shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 10 and 11 of this Charter.
4. The Corporation may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
5. Ordinary shares shall be offered first to existing shareholders in proportion to their shareholding ratio in the Corporation, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders or other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Corporation may repurchase shares it has issued in accordance with this Charter and applicable laws.
7. The Corporation may issue other types of securities in accordance with the law.

### **Article 6. Share Certificates**

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and type of shares they own.
2. A share certificate is a security confirming the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. Share certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 (thirty) days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Corporation's regulations, or within the issuance period stipulated in the share issuance plan from the date of full payment for shares, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the cost of printing the share certificate.
4. In case a share certificate is lost, damaged or destroyed in any form, the shareholder shall be re-issued a share certificate upon request. The request must include the following:
  - a. Information on the lost, damaged or destroyed share certificate;
  - b. A commitment to take responsibility for any disputes arising from the re-issuance of the new certificate.

### **Article 7. Other securities certificates**

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



## **Article 8. Transfer of shares**

All shares are freely transferable unless otherwise provided by this Charter or applicable laws. Listed or registered shares on a stock exchange shall be transferred in accordance with securities laws and regulations.

Shares that have not been fully paid shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive bonus shares issued from equity capital, the right to subscribe for newly issued shares, and other rights in accordance with applicable laws.

## **CHAPTER V ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION OF THE CORPORATION**

### **Article 9. Organizational structure, management and supervision**

The organizational structure for management and supervision of the Corporation includes:

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

## **CHAPTER VI SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 10. Rights of shareholders**

1. Shareholders are the owners of the Corporation and have rights and obligations corresponding to the number and type of shares they hold. Shareholders are only liable for the debts and other financial obligations of the Corporation within the amount of capital they have contributed to the Corporation.

2. Ordinary shareholders have the following rights:

- a. To attend and speak at General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other forms as prescribed by law. Each ordinary share carries one vote;
- b. To receive dividends at a rate decided by the General Meeting of Shareholders;
- c. To have pre-emptive rights to subscribe for new shares in proportion to their ownership of ordinary shares in the Corporation;
- d. To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- d. To examine, look up and extract information on names and contact addresses in the list of voting shareholders; to request correction of inaccurate information;
- e. To examine, look up, extract or copy the Charter of the Corporation, minutes of General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g. Upon dissolution or bankruptcy of the Corporation, to receive a portion of the remaining assets corresponding to their shareholding ratio;
- h. To request the Corporation to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;
- i. To be treated equally. Each share of the same class confers equal rights, obligations and benefits. Where the Corporation issues preference shares, the rights and obligations attached



thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k. To have full access to periodic and extraordinary information disclosed by the Corporation in accordance with the law;

l. To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

m. Other rights as prescribed by law and this Charter.

**3. Shareholders or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:**

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clauses 3 and 4, Article 115 and Article 140 of the Law on Enterprises. The request must be made in writing and bear the full signatures of the relevant shareholders;

b. To examine, look up, and extract 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 approval by the Board of Directors, and other documents, except for those related to trade secrets or business secrets of the Corporation;

c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Corporation when deemed necessary.

For requests specified in Points b and c of this Clause, the request must be made in writing, signed by all relevant shareholders, and must include the following contents: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number, and head office address for organizational shareholders; number of shares and date of share registration of each shareholder, total number of shares of the group and ownership ratio in the total shares of the Corporation; matters to be inspected and purpose of inspection (applicable to Point c);

d. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Corporation at least 03 (three) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, number of shares of each class held, and the matters proposed for inclusion in the meeting agenda;

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

**4. Shareholders or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be carried out as follows:**

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

b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates in accordance with Clause 2, Article 23 and Clause 2, Article 34 of this Charter. In case the number of candidates nominated by such shareholders or groups is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.



5. An organization that is a shareholder of the Corporation holding at least 10% of the total ordinary shares may authorize up to 04 representatives.

## **Article 11. Obligations of shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares committed to purchase.
2. Not to withdraw the contributed capital represented by ordinary shares from the Corporation in any form, except where such shares are repurchased by the Corporation or another party. In case a shareholder withdraws part or all of the contributed capital in violation of this provision, such shareholder and related persons shall be jointly liable for the debts and other property obligations of the Corporation within the value of the withdrawn shares and for any damages incurred.
3. To comply with the Charter and internal management regulations of the Corporation.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Corporation in accordance with the Charter and the law; to use such information only for exercising and protecting their lawful rights and interests; and not to disclose, copy or transfer such information to any other organization or individual.
6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another individual or organization to attend and vote at the meeting;
  - c. Attending and voting via online meeting, electronic voting or other electronic means;
  - d. Sending voting ballots to the meeting by mail, fax or email;
7. To bear personal responsibility when acting in the name of the Corporation in any of the following cases:
  - a. Violating the law;
  - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c. Making payments of debts not yet due that may create financial risks for the Corporation.
8. To fulfill other obligations as prescribed by applicable laws.

## **Article 12. 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 Corporation. The General Meeting of Shareholders shall convene annually once per year within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the Annual General Meeting of Shareholders when necessary, but not exceeding 06 (six) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings may be convened. The venue of the General Meeting of Shareholders shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Charter, particularly the approval of the audited annual financial statements. In case the audit report on the Corporation's annual financial



statements contains material qualifications, adverse opinions, or disclaimers, the Corporation must invite a representative of the “approved auditing organization” that conducted the audit to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a. The Board of Directors deems it necessary for the interests of the Corporation;
- b. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number as prescribed by law;
- c. The number of members of the Board of Directors decreases by more than one-third (1/3) compared to the number stipulated in the Charter of the Corporation, or the number of independent members of the Board of Directors falls below the required ratio as prescribed in Article 24 of this Charter;
- d. Upon request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises and Clause 3, Article 10 of this Charter;
- d. Upon request of the Supervisory Board;
- e. Other cases as prescribed by law and the Charter of the Corporation.

#### **4. Convening an Extraordinary General Meeting of Shareholders:**

- a. The Board of Directors must convene an Extraordinary General Meeting of Shareholders:
  - i) Within thirty (30) days from the date of occurrence of the cases specified at Point b, Clause 3 of this Article or upon receipt of a request for convening a meeting as specified at Points d and d, Clause 3 of this Article;
  - ii) Within sixty (60) days from the date of occurrence of the case specified at Point c, Clause 3 of this Article;

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

c. In case the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point d, Clause 3 of this Article shall have the right to request the company’s legal representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Corporation. These expenses do not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

#### **Article 13. Rights and obligations of the General Meeting of Shareholders**



1. The General Meeting of Shareholders has the following rights and obligations:
  - a. To approve the development orientation of the Corporation;
  - b. To decide on the types of shares and the total number of shares of each type to be offered; to decide on the annual dividend rate for each type of shares;
  - c. To elect, remove from office or dismiss members of the Board of Directors and members of the Supervisory Board;
  - d. To decide on investment or the sale of assets with a value equal to or exceeding 35% of the total assets recorded in the most recent financial statements of the Corporation;
  - e. To decide on amendments and supplements to the Charter of the Corporation;
  - f. To approve 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 and the Supervisory Board that cause damage to the Corporation and its shareholders;
  - i. To decide on the reorganization or dissolution of the Corporation;
  - j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board.
- k. To approve the Internal Regulations on Corporate Governance of the Corporation; the Operating Regulations of the Board of Directors; and the Operating Regulations of the Supervisory Board;
- l. To approve the list of “approved auditing firms”; to decide on the “approved auditing firm” to audit the Corporation’s operations; and to dismiss an approved auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law.

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

- a. The Corporation’s annual business plan;
- b. The audited annual financial statements;
- c. Reports of the Board of Directors on governance and performance of the Board of Directors and each of its members;
- d. Reports of the Supervisory Board on the Corporation’s business performance and the performance of the Board of Directors and the General Director;
- d. Self-assessment reports of the Supervisory Board and its members;
- e. Dividend rate for each type of share;
- g. Number of members of the Board of Directors and the Supervisory Board;
- h. Election, removal from office, or dismissal of members of the Board of Directors and the Supervisory Board;
- i. Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k. Approval of the list of “approved auditing firms”; decision on the “approved auditing firm” to audit the Corporation’s activities when deemed necessary;
- l. Amendments and supplements to the Charter of the Corporation;
- m. Types of shares and number of new shares to be issued for each class and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
- n. Division, separation, consolidation, merger or conversion of the Corporation;
- o. Reorganization and dissolution (liquidation) of the Corporation and appointment of liquidators;
- p. Decision on investment or sale of assets valued at 35% or more of the total assets recorded in the most recent financial statements of the Corporation;
- q. Decision on repurchase of more than 10% of the total issued shares of each class;



- r. Approval of contracts and transactions between the Corporation and parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the Corporation as recorded in the most recent financial statements;
- s. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;
- t. Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- u. 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 14. Authorization to attend the General Meeting of Shareholders**

- 1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend, or participate via forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization must be made in writing in accordance with civil law and must specify the name of the authorizing shareholder, the authorized individual/organization, number of shares authorized, scope and duration of authorization, and signatures of both parties.

The authorized person must submit the authorization letter upon registration for attendance. In case of re-authorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Corporation).

- 3. Voting ballots of authorized representatives shall remain valid within the scope of authorization even in the following cases, except where:
  - a. The authorizing person has died, lost or had restricted civil act capacity;
  - b. The authorizing person has revoked the authorization;
  - c. The authorizing person has revoked the authority of the authorized person.

This provision shall not apply if the Corporation has received notice of such events before the opening of the meeting or before the reconvened meeting.

#### **Article 15. Changes to rights**

- 1. Any amendment or cancellation of special rights attached to a class of preferred shares shall be valid when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution adversely affecting the rights and obligations of preferred shareholders shall only be passed if approved by shareholders holding at least 75% of the total preferred shares of that class attending the meeting or by written approval of shareholders holding at least 75% of such shares.
- 2. A meeting of shareholders holding a particular class of preferred shares to approve such changes shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of issued shares of that class.



If the quorum is not met, the meeting shall be reconvened within 30 days, and all attending shareholders of that class (regardless of number or shareholding) shall constitute a valid quorum.

At such meetings, shareholders present in person or via authorized representatives may request secret ballot voting. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be carried out in accordance with the provisions set out in Articles 17, 18 and 19 of this Charter.

4. Unless otherwise stipulated in the terms of issuance of shares, the special rights attached to preferred shares with respect to some or all matters relating to profit distribution or the Company's assets shall not be altered when the Company issues additional shares of the same class.

## **Article 16. Convening of Meetings, Agenda and Notice of Invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 12 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

- a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than 10 (ten) days before the date of sending the meeting invitation notice; the Company must disclose information on the preparation of such list at least 20 (twenty) days before the record date;
- b. Prepare the agenda and contents of the meeting;
- c. Prepare documents for the meeting;
- d. Draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda;
- e. Determine the time and venue of the meeting;
- f. Notify and send the invitation notice to all shareholders entitled to attend;
- g. Perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the contact address of shareholders as recorded in the list of beneficial owners as of the record date provided by the Vietnam Securities Depository and Clearing Corporation (VSDC), and shall simultaneously be published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed/registered for trading.

The convener must send the invitation notice to all shareholders in the list of shareholders entitled to attend at least 21 (twenty-one) days prior to the meeting date (calculated from the date the notice is validly sent). The meeting agenda and documents related to matters to be voted on shall be sent to shareholders and/or published on the Company's website.



Where documents are not enclosed with the notice, the invitation must clearly state the link to access all meeting documents, including:

- a. Meeting agenda and documents used at the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
- c. Ballots;
- d. Form of proxy authorization;
- e. Draft resolutions for each agenda item.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 10 of this Charter have the right to propose additional items to the meeting agenda. Such proposals must be made in writing and sent to the Company no later than 03 (three) working days before the opening date of the meeting, clearly stating the shareholder's name, number of shares of each type held, and the proposed agenda item.

5. The convener of the General Meeting of Shareholders has the right to reject proposals specified in Clause 4 of this Article in the following cases:

- a. The proposal is not submitted in accordance with Clause 4 of this Article;
- b. At the time of proposal, the shareholder or group of shareholders does not hold at least 5% of total ordinary shares as required under Clause 3, Article 10 of this Charter;
- c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

6. The convener must accept and include valid proposals in the draft agenda and contents of the meeting, except for cases specified in Clause 5. Such proposals shall be officially included if approved by the General Meeting of Shareholders.

## **Article 17. Conditions for Holding the General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be conducted when shareholders attending represent more than 50% of the total voting shares.

2. If the first meeting does not meet the quorum requirement, a second meeting invitation must be sent within 30 days from the originally scheduled date. The second meeting shall be conducted when shareholders attending represent at least 33% of the total voting shares.

3. If the second meeting still does not meet the quorum requirement, a third meeting invitation must be sent within 20 days from the date of the second meeting. The third meeting shall be conducted regardless of the total voting shares represented by attending shareholders.

## **Article 18. Procedures for Conducting Meetings 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 attending shareholders have completed registration, as follows:

- a. Upon registration, each shareholder or authorized representative entitled to vote shall be issued a voting card stating the registration number, name of the shareholder, name of the



authorized representative, and number of voting rights. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval votes are collected first, followed by disapproval votes, and finally the total votes are counted to determine the result. The vote counting results shall be announced by the Chairperson before the closing of the meeting. The meeting shall elect vote counters or supervisors upon the Chairperson's proposal. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.

b. Shareholders, authorized representatives of organizational shareholders, or proxies who arrive after the opening of the meeting have the right to register immediately and subsequently participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting to allow latecomers to register, and the validity of any contents previously voted on shall remain unchanged.

2. The election of the Chairperson, Secretary, and the Counting Committee is regulated as follows:

a. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one person among them to act as the Chairperson of the meeting based on the majority principle. If a Chairperson cannot be elected, the Head of the Supervisory Board shall lead the meeting so that the General Meeting of Shareholders can elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson;

b. Except for the cases specified in point a of this Clause, the person who signed the notice to convene the General Meeting of Shareholders shall lead the meeting so that the General Meeting of Shareholders can elect a Chairperson, and the person with the highest number of votes shall act as the Chairperson;

c. The Chairperson shall appoint one or several persons to act as the Secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or several persons to the Counting Committee based on the proposal of the Chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify clearly and in detail the time allotted for each matter in the meeting program.

4. The Chairperson has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, consistent with the approved agenda, and reflecting the wishes of the majority of attendees.

- a. Arranging seating at the meeting venue;
- b. Ensuring the safety of everyone present at the meeting venues;
- c. Facilitating the participation (or continued participation) of shareholders in the meeting. The person convening the meeting has the full right to change the above



measures and apply all necessary measures. These measures may include issuing entry permits or using other forms of selection.

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

6. Shareholders or proxies who arrive after the opening of the meeting are still entitled to register and have the right to vote immediately after registration; in this case, the validity of any contents previously voted on shall remain unchanged.

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

- a. To require all attendees to undergo inspection or other legal and reasonable security measures;
- b. To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's direction, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders for which there is a sufficient number of registered attendees for a maximum of no more than three (03) working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

- a. The meeting venue does not have sufficient convenient seating for all attendees;
- b. The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;
- c. There is interference or disruption by attendees, posing a risk that the meeting may not be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends a General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and moderate the meeting until its conclusion; all resolutions approved at such a meeting shall be valid and effective.

10. In the event that the Corporation applies modern technology to organize the General Meeting of Shareholders via online meetings, the Corporation is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of several articles of the Law on Securities.

Article 19. Conditions for the Approval of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following contents shall be approved if they receive affirmative votes from shareholders representing 65% or more of the total voting shares of all attendees who participate and vote at the meeting, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a. Classes of shares and the total number of shares of each class;
- b. Changes in business lines and sectors;
- c. Changes in the organizational management structure of the Corporation;



- d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
  - d. Reorganization or dissolution of the Corporation.
2. Other resolutions shall be approved when they receive affirmative votes from shareholders owning more than 50% of the total voting shares of all attendees who participate and vote at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the sequence and procedures for convening the meeting and approving such resolutions violate the provisions of the Law on Enterprises and the Corporation's Charter.

**Article 20. Authority and Procedures for Collecting Written Opinions of Shareholders to Approve Decisions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to approve decisions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

**1. The Board of Directors has the right to collect written opinions of shareholders to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Corporation, including the matters specified in Clause 2, Article 147 of the Law on Enterprises;**

2. The Board of Directors must prepare the opinion forms, the draft resolution of the General Meeting of Shareholders, and the documents explaining the draft resolution, and send them to all voting shareholders at least ten (10) days before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 16 of this Charter;

3. The opinion form must contain the following primary contents:

- a. Name, head office address, and enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code or legal document number, and head office address for organizational shareholders; or full name, contact address, nationality, and legal document number for the representative of organizational shareholders; the number of shares of each class and the number of voting shares of the shareholder;
- d. Matters being consulted for the approval of a decision;
- e. Voting options, including in favor, against, and abstaining for each matter being consulted;
- f. Deadline for returning the completed opinion form to the Corporation;
- g. Full name and signature of the Chairperson of the Board of Directors.

**4. Shareholders may return their completed opinion forms to the Corporation via mail, fax, or email in accordance with the following regulations:**

- a. In the case of mailing:** The completed opinion form must bear the signature of the individual shareholder, or the authorized representative/legal representative of the organizational shareholder. The opinion form sent to the Corporation must be placed in a sealed envelope, and no one is permitted to open it before the vote counting;



**b. In the case of fax or email:** The opinion form sent to the Corporation must be kept confidential until the time of vote counting;

**c. Invalidity:** Any opinion forms returned to the Corporation after the deadline specified in the form, or those opened (in the case of mail) or disclosed (in the case of fax or email) prematurely, shall be considered invalid. Opinion forms that are not returned shall be deemed as not participating in the voting.

**5. The Board of Directors shall count the votes and prepare a minutes of vote counting under the supervision of the Supervisory Board or shareholders who do not hold management positions in the Corporation. The minutes of vote counting must contain the following primary contents:**

- a. Name, head office address, and enterprise code;
- b. Purpose and matters being consulted for the approval of the resolution;
- c. The number of shareholders and total voting shares participating in the voting, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the participating shareholders;
- d. Total number of votes in favor, against, and abstaining for each matter;
- e. Approved matters and their corresponding voting ratios;
- f. Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

The members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting; and shall be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The minutes of vote counting must be sent to shareholders within fifteen (15) days from the date the vote counting concludes. Sending the minutes may be substituted by posting it on the Corporation's website within twenty-four (24) hours from the time the vote counting concludes.

7. Completed opinion forms, minutes of vote counting, approved resolutions, and relevant documents attached to the opinion forms must be archived at the Corporation's head office.

8. A resolution approved via written opinions must be favored by shareholders representing more than 50% of the total voting shares of all voting shareholders and shall have the same validity as a resolution approved at a General Meeting of Shareholders.

**Article 21. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be tape-recorded or recorded and archived in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:

- a. Name, head office address, and enterprise code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents;
- d. Full names of the Chairperson and Secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f. Number of shareholders and the total number of voting shares of the attending shareholders; an appendix listing the registered shareholders and their representatives attending the meeting, with their respective number of shares and voting shares;



- g. Total number of votes for each matter, clearly specifying the voting method, the total number of valid and invalid votes, votes in favor, against, and abstentions; and their corresponding percentages relative to the total number of votes of attending shareholders;
- h. Matters approved and their corresponding percentages of affirmative votes;
- i. Full names and signatures of the Chairperson and Secretary. In the event that the Chairperson or Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents required in this Clause. The minutes must clearly state the refusal of the Chairperson or Secretary to sign;
- k. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and Secretary, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing registered shareholders with their signatures, powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation notice must be disclosed in accordance with the law on information disclosure on the securities market and must be archived at the Corporation's head office.

## **Article 22. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the minutes of vote counting results, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to consider and cancel a resolution or part of the content of a resolution of the General Meeting of Shareholders in the following cases:

- 1. The sequence and procedures for convening the meeting and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Corporation's Charter, except for the case specified in Clause 3, Article 19 of this Charter;
- 2. The content of the resolution violates the law or the Corporation's Charter.

## **CHAPTER VII.**

### **THE BOARD OF DIRECTORS**

#### **Article 23. Nomination and Candidacy for the Board of Directors**

- 1. In the event that candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can study these candidates before voting. Candidates must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Corporation if elected. Disclosed information includes:



- a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Working history;
  - d. Other management positions (including Board positions in other companies);
  - d. Interests related to the Corporation and its related parties;
  - e. Other information (if any) as prescribed by the Corporation's Charter;
  - g. The Corporation is responsible for disclosing information about companies in which the candidate holds a Board membership, other management positions, and any interests related to those companies.
2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates. A shareholder or a group of shareholders holding from 10% to less than 20% of the voting shares may nominate one (01) member; from 20% to less than 30% may nominate two (02) members; from 30% to less than 40% may nominate three (03) members; from 40% to less than 50% may nominate four (04) members; and from 50% or more may nominate the full number of members.
  3. If the number of candidates through nomination and candidacy remains insufficient as required by the General Meeting of Shareholders, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Charter, Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors. Such introduction must be clearly announced before the voting process.
  4. Members of the Board of Directors must satisfy the criteria and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises; Article 275 of Decree 155/2020/ND-CP; and as amended/supplemented by Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025.
  5. A member of the Board of Directors may concurrently serve as a Board member for a maximum of five (05) other companies.

#### **Article 24. Composition and Term of Office of Board Members**

1. The number of Board members is five (05) persons.
2. The term of office shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent Board Member for a maximum of two (02) consecutive terms.
3. Composition: There must be at least one (01) non-executive member and one (01) independent member.
4. Membership status is lost if the member is dismissed, discharged, or replaced by the General Meeting of Shareholders under Article 160 of the Law on Enterprises.

#### **Article 25. Powers and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Corporation, having full authority in the name of the Corporation to decide and exercise the rights and obligations of the Corporation, except for those within the authority of the General Meeting of Shareholders.
2. Specific powers and obligations include:
  - o a. Deciding on strategies, medium-term development plans, and annual business plans;
  - o b. Recommending the classes of shares and total authorized shares to be offered;



- o i. Electing, dismissing, or discharging the Chairperson; appointing, dismissing, signing/terminating contracts with the General Director and other managers; deciding on their salaries, remuneration, and benefits;
  - o k. Deciding on the organizational structure, internal management regulations, and the establishment of subsidiaries or branches.
- 3. The Board must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP.

#### **Article 26. Remuneration, Bonuses, and Other Benefits**

1. The Corporation has the right to pay remuneration and bonuses based on business performance and efficiency.
2. Remuneration is calculated based on the necessary working days and the daily rate. The total amount is decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration is recorded as business expenses and must be presented as a separate item in the annual financial statements.
4. Additional remuneration may be paid for executive roles or work in sub-committees.
5. Board members are entitled to reimbursement for travel, accommodation, and other reasonable expenses incurred while performing their duties.
6. Liability insurance may be purchased for Board members upon approval by the General Meeting of Shareholders, excluding liability related to violations of the law or the Charter.

#### **Article 27. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, dismissed, or discharged by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently serve as the General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
  - a. To establish the programs and operational plans of the Board of Directors;
  - b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as the Chairperson of meetings of the Board of Directors;
  - c. To organize the approval of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation process of the Board of Directors' resolutions and decisions;
  - d. To act as the Chairperson of the General Meeting of Shareholders;
  - e. Other rights and obligations as prescribed by the Law on Enterprises.
4. In the event that the Chairperson of the Board of Directors submits a resignation or is dismissed or discharged, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal/discharge.
5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson. If no one is authorized or if the Chairperson is deceased, missing, detained, serving an imprisonment sentence, serving administrative handling



measures at a compulsory detoxification center or compulsory educational establishment, absconding from their residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is banned by the Court from holding certain positions, practicing certain occupations, or doing certain jobs, the remaining members shall elect one person among them to hold the position of Chairperson of the Board of Directors based on the majority principle of the remaining members until a new decision is issued by the Board of Directors.

#### **Article 28. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the date of completion of the Board's election. This meeting shall be convened and presided over by the member who received the highest number of votes or the highest voting ratio. If more than one member holds the same highest number of votes or voting ratio, the members shall elect one person among them to convene the Board meeting based on the majority principle.

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

3. The Chairperson of the Board of Directors must convene a Board meeting when requested by any of the following:

- a. A proposal from the Supervisory Board or an Independent Board Member;
- b. A proposal from the General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors.

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the Board's authority.

5. The Chairperson must convene the Board meeting within seven (07) working days from the date of receipt of the proposal. If the Chairperson fails to convene the meeting as requested, they shall be liable for any damages caused to the Corporation; and the proposer(s) shall have the right to convene the meeting in place of the Chairperson.

6. The Chairperson or the convener must send the notice of the meeting at least three (03) working days before the meeting date. The notice must specify the time, venue, agenda, matters for discussion, and decisions. It must be accompanied by meeting documents and voting slips. The notice may be sent via invitation letter, telephone, fax, or electronic means, ensuring it reaches the registered contact address of each Board member.

7. The Chairperson or the convener must send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the Board members. Members of the Supervisory Board have the right to attend Board meetings and participate in discussions but do not have the right to vote.

8. A Board meeting shall be conducted if three-quarters (3/4) or more of the total members are present. If the first meeting fails to reach the required quorum, a second meeting shall be convened within seven (07) days from the first scheduled date. In this case, the meeting shall proceed if more than half of the Board members are present.

9. A Board member is considered to have attended and voted in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending a voting slip to the meeting via mail, fax, or email.

10. If sending a voting slip via mail, it must be placed in a sealed envelope and delivered to the Chairperson at least one (01) hour before the opening of the meeting. Voting slips shall only be opened in the presence of all attendees.



11. Board members must attend all meetings. A member may authorize another person to attend and vote if approved by a majority of the Board members.

12. Resolutions and decisions of the Board of Directors shall be approved if favored by a majority of the attending members; in the event of a tie, the final decision shall belong to the side with the Chairperson's opinion.

#### **Article 29. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members in a sub-committee shall be decided by the Board of Directors with a minimum of three (03) persons, including Board members and external members. Independent Board members/Non-executive Board members should make up the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of the sub-committees must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only take effect when it is approved by a majority of the members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or its sub-committees must be consistent with the current legal regulations, the Corporation's Charter, and the Internal Regulations on Corporate Governance.

#### **Article 30. Person in charge of Corporate Governance**

1. The Board of Directors of the Corporation must appoint at least one (01) person in charge of Corporate Governance to support corporate governance activities at the enterprise. The person in charge of Corporate Governance may concurrently serve as the Corporation Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of Corporate Governance must not concurrently work for an approved auditing firm that is performing audits of the Corporation's financial statements.

3. The Board of Directors may dismiss the person in charge of Corporate Governance when necessary, provided that such dismissal is not contrary to current labor laws.

4. The person in charge of Corporate Governance has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Corporation and shareholders;
- b. Preparing for 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. Advising on meeting procedures;
- d. Attending meetings;
- e. Advising on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f. Providing financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Supervisory Board;
- g. Supervising and reporting to the Board of Directors on the Corporation's information disclosure activities;



- h.** Maintaining information confidentiality in accordance with the law and the Corporation's Charter;
- i.** Acting as a liaison point with stakeholders;
- j.** Other rights and obligations as prescribed by law and the Corporation's Charter.

## **CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 31. Management Organization**

The management system of the Corporation must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Corporation. The Corporation shall have one (01) General Director, Deputy General Directors, one (01) Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and discharge of the aforementioned positions must be approved via resolutions of the Board of Directors.

### **Article 32. Executives of the Corporation**

1. The Executives of the Corporation include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the proposal of the General Director and the approval of the Board of Directors, the Corporation may recruit other executives with the quantity and qualifications suitable for the management structure and regulations of the Corporation as prescribed by the Board of Directors. Executives of the enterprise are responsible for supporting the Corporation in achieving its operational and organizational goals.
3. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Salaries of the executives shall be recorded as business expenses of the Corporation in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Corporation, and reported to the General Meeting of Shareholders at the annual meeting.

### **Article 33. Appointment, Dismissal, Duties, and Powers of the General Director**

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

The General Director is the person who manages the daily business operations of the Corporation; is subject to the supervision of the Board of Directors and the Supervisory Board; and is accountable to the Board of Directors and before the law for the exercise of delegated rights and obligations.

The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The General Director must not be a person prohibited by law from holding this position and must satisfy the criteria and conditions prescribed by law and the Corporation's Charter.

The General Director has the following rights and obligations:

- a.** Deciding on matters related to the daily business operations of the Corporation that do not fall under the authority of the Board of Directors;
- b.** Organizing the implementation of resolutions and decisions of the Board of Directors;



- c. Organizing the implementation of the business plan and investment schemes of the Corporation;
- d. Recommending plans for the organizational structure and internal management regulations of the Corporation;
- e. Appointing, dismissing, and discharging management positions within the Corporation, except for those within the authority of the Board of Directors;
- f. Deciding on salaries and other benefits for employees of the Corporation, including managers within the General Director's appointing authority;
- g. Recruiting labor;
- h. Recommending plans for dividend payment or handling business losses;
- i. Other rights and obligations as prescribed by law.

The Board of Directors may dismiss the General Director when a majority of the voting Board members attending the meeting approve, and appoint a new General Director as a replacement.

## **CHAPTER IX. THE SUPERVISORY BOARD**

### **Article 34. Nomination and Candidacy for the Supervisory Board**

1. In the event that candidates for the Supervisory Board have been identified, the Corporation must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can study these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Corporation if elected. Disclosed information includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working history;
- d. Other management positions (including Supervisory Board positions in other companies);
- d. Interests related to the Corporation and its related parties;
- e. Other information (if any) as prescribed by the Corporation's Charter;
- g. The Corporation is responsible for disclosing information about companies in which the candidate holds a Supervisory Board membership, other management positions, and any interests related to those companies.

2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or a group of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) member; from 30% to less than 50% may nominate two (02) members; and from 50% or more may nominate three (03) members.

3. If 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 Corporation's Charter, Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board. Such introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 35. Composition of the Supervisory Board**

The number of members of the Supervisory Board of the Corporation is three (03) persons. The term of office shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.



Members of the Supervisory Board must satisfy the criteria and conditions stipulated in Article 169 of the Law on Enterprises and the Corporation's Charter, and must not fall under the following cases:

- a. Working in the accounting or finance departments of the Corporation;
- b. Being a member or employee of the independent auditing firm that performed audits of the Corporation's financial statements for the three (03) consecutive preceding years.

A member of the Supervisory Board shall be **dismissed** in the following cases:

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

A member of the Supervisory Board shall be **discharged** in the following cases:

- a. Failing to complete assigned duties or tasks;
- b. Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c. Committing serious or repeated violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Corporation's Charter;
- d. Under a resolution of the General Meeting of Shareholders;
- e. Other cases as prescribed by law and this Charter.

In the event that the terms of office of all members end simultaneously but the new members have not yet been elected, the existing members shall continue to perform their rights and obligations until the new members are elected and take over their duties.

#### **Article 36. Head of the Supervisory Board**

The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or discharge shall be based on the majority principle. More than half of the members must be permanent residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

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 the reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 37. Rights and Obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations stipulated in Article 170 of the Law on Enterprises and the following:

Proposing and recommending to the General Meeting of Shareholders: (i) to approve the list of "approved auditing organizations" to audit the Corporation's Financial Statements; (ii) to decide on an "approved auditing organization" to inspect the Corporation's activities; (iii) to dismiss approved auditors when deemed necessary.

Being accountable to shareholders for its supervisory activities.

Monitoring the financial situation of the Corporation and the legal compliance of Board members, the General Director, and other managers.

Ensuring coordination with the Board of Directors, the General Director, and shareholders.

Upon detecting any violation of the law or the Charter by a Board member, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, demanding the violator to cease the violation and provide remedial measures.



Drafting the Operational Regulations of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval. ... *Items 7 to 10 contain similar provisions on the right to access records and request information*

**Article 38. Meetings of the Supervisory Board**

The Supervisory Board must meet at least twice (02) a year, with a quorum of at least two-thirds (2/3) of its members. Minutes must be prepared in detail and clearly, and signed by the secretary and all attending members to determine individual accountability.

The Supervisory Board has the right to request Board members, the General Director, and representatives of the approved auditing firm to attend and clarify necessary matters.

**Article 39. Salaries, Remuneration, Bonuses, and Other Benefits**

Salaries and benefits are decided by the General Meeting of Shareholders, which also approves the annual operating budget of the Supervisory Board.

Members are entitled to reimbursement for reasonable expenses (meals, accommodation, travel, independent consultancy services) within the approved annual budget.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Corporation in accordance with the law on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the annual financial statements of the Corporation.

**CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

**Article 40. Duty of Care**

Members of the Board of Directors, the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in an honest and prudent manner for the best interests of the Corporation.

**Article 41. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Corporation.

3. Members of the Board of Directors, the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation, its subsidiaries, or other companies in which the Corporation controls 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related persons as prescribed by the Law on Enterprises and the Corporation's Charter.



5. Members of the Board of Directors, the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose internal information to others to conduct related transactions.

6. The General Director must not be a related person of any enterprise manager or Supervisor of the Corporation or the parent company, or a representative of state capital, or a representative of the enterprise's capital at the Corporation or the parent company, as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

7. Transactions between the Corporation and one or more members of the Board of Directors, the Supervisory Board, the General Director, other executives, and their related individuals or organizations shall not be void in the following cases:

a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements: The key contents of the contract or transaction, as well as the relationships and interests of the members, have been reported to and approved by the Board of Directors by a majority vote of the members who have no related interests;

b. For transactions with a value greater than 35%, or transactions resulting in a transaction value arising within twelve (12) months from the date of the first transaction worth 35% or more of the total asset value: The key contents of the transaction and the relevant interests have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

#### **Article 42. Liability for Damages and Indemnification**

1. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives who violate their obligations of loyalty and care, or fail to fulfill their duties, shall be liable for the damages caused by their violations.

2. The Corporation shall indemnify those who were, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits where the Corporation is the plaintiff) if such person is or was a member of the Board of Directors, the Supervisory Board, the General Director, other executives, employees, or authorized representatives performing duties under the Corporation's authorization, acting honestly and prudently for the interests of the Corporation in compliance with the law and without evidence of violating their responsibilities.

3. Indemnification expenses include judgment costs, fines, and actual expenses arising in practice (including attorney fees) when resolving these cases within the framework permitted by law. The Corporation may purchase insurance for these individuals to cover the aforementioned indemnification liabilities.

### **CHAPTER XI. RIGHT TO ACCESS BOOKS AND RECORDS OF THE COMPANY**

#### **Article 43. Right to Access Books and Records**

1. Ordinary shareholders have the right to access books and records, specifically as follows:



- a. Ordinary shareholders have the right to review, look up, and extract information regarding names and contact addresses in the list of voting shareholders; to request corrections of their own inaccurate information; to review, look up, extract, or photocopy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the right to review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for those related to the Corporation's trade secrets and business secrets.
- 2. In the event that an authorized representative of a shareholder or a group of shareholders requests to access books and records, such request must be accompanied by a power of attorney from the represented shareholder or group of shareholders, or a notarized copy thereof.
  - 3. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives have the right to access the Corporation's register of shareholders, list of shareholders, and other books and records of the Corporation for purposes related to their positions, provided that such information is kept confidential.
  - 4. The Corporation must archive this Charter and its amendments/supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of such storage location.
  - 5. The Corporation's Charter must be published on the Corporation's website.



## **CHAPTER XII. EMPLOYEES AND TRADE UNION**

### **Article 44. Employees and Trade Union**

1. The General Director must prepare plans for approval by the Board of Directors regarding matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and executives.
2. The General Director must prepare plans for approval by the Board of Directors regarding matters related to the Corporation's relationship with trade unions in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Corporation's regulations, and current legal provisions.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 45. Profit Distribution**

1. The General Meeting of Shareholders shall decide the dividend payout level and the method of annual dividend payment from the Corporation's retained earnings.
2. The Corporation shall not pay interest on dividend payments or any payments related to a class of shares.
3. The Board of Directors may recommend to the General Meeting of Shareholders the payment of all or part of the dividends in shares (stock dividends), and the Board of Directors shall be the body implementing this decision.
4. If dividends or other payments related to a class of shares are paid in cash, the Corporation must make such payments in Vietnamese Dong (VND).  
Payments may be made directly or through banks based on account details provided by shareholders. If the Corporation has transferred funds according to the details provided and the shareholder fails to receive the money, the Corporation shall not be held liable for the transferred amount. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific record date to finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the law.
7. Fund appropriation: The Corporation shall appropriate funds (Development Investment Fund, Bonus and Welfare Fund, and other funds) in strict compliance with the law.

## **CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**



#### **Article 46. Bank Accounts**

1. The Corporation shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. Subject to prior approval from competent authorities, the Corporation may open overseas bank accounts in accordance with the law where necessary.
3. All payments and accounting transactions shall be conducted through VND or foreign currency accounts at the banks where the Corporation maintains its accounts.

#### **Article 47. Fiscal Year**

The Corporation's fiscal year begins on the first day of January and ends on the 31st day of December each year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate (or business license for conditional business lines) and ends on the 31st day of December immediately following that issuance date.

#### **Article 48. Accounting Regime**

1. The accounting regime used by the Corporation is the Corporate Accounting Regime.
2. The Corporation shall maintain accounting books in Vietnamese and archive accounting records in accordance with the law on accounting and related legislation. These records must be accurate, updated, systematic, and sufficient to prove and explain the Corporation's transactions.
3. The currency unit used in accounting is Vietnamese Dong (VND). If the Corporation's economic transactions primarily arise in a foreign currency, it may select that foreign currency as its accounting currency, assuming legal responsibility for such choice and notifying the direct tax management authority.

### **CHAPTER XV.**

#### **ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES**

#### **Article 49. Annual, Semi-annual, and Quarterly Financial Statements**

1. The Corporation must prepare annual financial statements, which must be audited in accordance with the law. The Corporation shall disclose the audited annual financial statements in compliance with regulations on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include all reports, appendices, and notes as prescribed by law on corporate accounting, reflecting the Corporation's operations truthfully and objectively.
3. The Corporation must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state authorities.

#### **Article 50. Annual Report**

The Corporation must prepare and disclose an Annual Report in accordance with the legal regulations on securities and the securities market.



## **CHAPTER XVI.**

### **AUDITING OF THE CORPORATION**

#### **Article 51. Auditing**

1. Each year, the Corporation shall conduct internal audit activities in accordance with the audit content and plan approved by the General Director.
2. The General Meeting of Shareholders shall appoint an "approved auditing organization" or approve a list of "approved auditing organizations" and authorize the Board of Directors to select one of these entities to audit the Corporation's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
3. The audit report must be attached to the Corporation's annual financial statements.
4. Independent auditors performing the audit of the Corporation's financial statements are permitted to attend the General Meetings of Shareholders and are entitled to receive all notices and other information related to the General Meeting that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to the audit of the Corporation's financial statements.

## **CHAPTER XVII.**

### **CORPORATE SEAL**

#### **Article 52. Corporate Seal**

1. The seal includes a physical seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Corporation, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

## **CHAPTER XVIII.**

### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 53. Dissolution of the Company**

1. The Corporation may be dissolved in the following cases:
  - a. Under a resolution or decision of the General Meeting of Shareholders;
  - b. Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
  - c. Other cases as prescribed by law.
2. The early dissolution of the Corporation shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as regulated.

#### **Article 54. Liquidation**



1. Upon the decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from the Corporation's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Corporation before other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority on its date of establishment and commencement of activities. From that moment, the Liquidation Committee shall represent the Corporation in all matters related to the liquidation before Courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
  - a. Liquidation expenses;
  - b. Debts related to wages, severance pay, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Corporation;
  - e. The remaining balance after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be prioritized for payment first.

## **CHAPTER XIX.**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 55. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Corporation's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, other legal provisions, the Corporation's Charter, or regulations between:

- a. Shareholders and the Corporation;
- b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The involved parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution and require each party to present relevant information within ten (10) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson, any party may request the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks (30 working days) from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or a Court.
3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of Court costs shall be implemented in accordance with the judgment of the Court.

## **CHAPTER XX.**



## **SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 56. The Corporation's Charter**

1. Any supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that legal regulations related to the Corporation's operations are not mentioned in this Charter, or if new legal regulations differ from the provisions of this Charter, such legal regulations shall automatically apply and govern the Corporation's operations.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 57. Effective Date**

1. This Charter, consisting of 21 Chapters and 57 Articles, was unanimously approved by the General Meeting of Shareholders of **PetroVietnam Construction Joint Stock Corporation** on .../.../2026 in Hanoi; and its full text was collectively accepted for effectiveness.
2. This Charter is prepared in ten (10) copies of equal validity, which must be archived at the Corporation's head office.
3. This Charter is the sole and official Charter of the Corporation.
4. Copies or extracts of the Corporation's Charter shall be valid only when bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

## **LEGAL REPRESENTATIVE**



SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONS  
JOINT STOCK CORPORATION (PETROCONS)

VIETNAM NATIONAL INDUSTRY - ENERGY GROUP  
PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

Hanoi, .....2026

No. /TTr-XLKD

**PROPOSAL**

**Ref: Amendments to the Internal Regulations on Corporate Governance and the  
Operational Regulations of the Board of Directors of PetroVietnam Construction Joint  
Stock Corporation**

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To: The General Meeting of Shareholders of PetroVietnam Construction Joint Stock  
Corporation

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 amending and supplementing several articles of nine Laws, including the Law on Enterprises; and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing several articles of the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing several articles of the Law on Securities and other Laws;
- Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of several articles of the Law on Securities; Decree No. 245/2025/ND-CP amending and supplementing several articles of Decree No. 155/2020/ND-CP;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance guiding several articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- The Charter of PetroVietnam Construction Joint Stock Corporation as approved by the Annual General Meeting of Shareholders;

To ensure that the Internal Regulations on Corporate Governance and the Operational Regulations of the Board of Directors are consistent with current legal provisions and the amended Charter approved by the 2026 Annual General Meeting of Shareholders, the Board of Directors of PetroVietnam Construction Joint Stock Corporation (PETROCONS/the Corporation) hereby submits to the General Meeting of Shareholders for approval the amendments to these regulations as follows:

**1. Internal Regulations on Corporate Governance**

The specific amendments are detailed in the "Summary of Amendments to the Internal Regulations on Corporate Governance" attached to this Proposal. The Internal Regulations on



SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)

Corporate Governance comprise 06 Chapters and 77 Articles, ensuring compliance with current laws and suitability for the Corporation's actual situation. *(Draft Internal Regulations on Corporate Governance attached)*

**2. Operational Regulations of the Board of Directors** The specific amendments are detailed in the "Summary of Amendments to the Operational Regulations of the Board of Directors" attached to this Proposal. The Operational Regulations of the Board of Directors comprise 07 Chapters and 28 Articles, ensuring compliance with current laws and suitability for the Corporation's actual situation. *(Draft Operational Regulations of the Board of Directors attached)*

Upon approval by the General Meeting of Shareholders, the Board of Directors shall be authorized to sign and issue the decision to promulgate these Regulations for implementation in accordance with the law.

Respectfully submitted to the PETROCONS General Meeting of Shareholders for consideration and approval.

**Recipients:**

- As addressed above;
- Supervisory Board (for reporting);
- Archived: Office, BOD, Planning - Investment & Restructuring Dept.

**FOR BOARD OF DIRECTORS**

**CHAIRMAN**

**Nghiem Quang Huy**



**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

**SUMMARY TABLE OF AMENDMENTS TO THE INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE OF PETROVIETNAM CONSTRUCTION JOINT STOCK  
CORPORATION**



SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)

Existing regulation	Existing content	New content	New regulation	Note
LEGAL BASES	- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019;	- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019, and relevant amending and supplementing documents;	LEGAL BASES	Amend and supplement the bold content.
	- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;	- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and relevant amending and supplementing documents;		Rationale: To reference all current amending and supplementing documents and to ensure consistency with the Charter after being updated, amended, and approved by the General Meeting of Shareholders.
	- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of several articles of the Law on Securities;	- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of several articles of the Law on Securities and relevant amending and supplementing documents;		
	- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, by the Minister of Finance...;	- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, by the Minister of Finance...;		
	- Pursuant to the Charter on the Organization and Operation of PetroVietnam Construction Joint Stock Corporation as approved by the General Meeting of Shareholders on June 30, 2021;	- Pursuant to the Charter on the Organization and Operation of PetroVietnam Construction Joint Stock Corporation as approved by the General Meeting of Shareholders;		
	- Pursuant to the Resolution of the General Meeting of Shareholders No. 148/NQ-DHDCD-XLDC dated June 30, 2021.	- Pursuant to the Resolution of the General Meeting of Shareholders No. ....NQ-DHDCD-XLDC dated ...../...../2026.		



**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Article 2. Interpretation of Terms	<p>5. "The Law on Enterprises" refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its relevant amending and supplementing documents;</p> <p>6. "The Law on Securities" refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its relevant amending and supplementing documents;</p>	<p>5. "The Law on Enterprises" refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its relevant amending and supplementing documents;</p> <p>6. "The Law on Securities" refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its relevant amending and supplementing documents;</p>	Article 2. Interpretation of Terms	Supplement the bold content.  Rationale: To reference all current amending and supplementing documents.
Article 5. Compilation of the List of Shareholders Entitled to Attend Meetings	<p>1. The convener of the General Meeting of Shareholders shall prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled based on the Corporation's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days prior to the date of sending the invitation to the General Meeting of Shareholders.</p>	<p>1. The convener of the General Meeting of Shareholders shall prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled based on the Corporation's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days prior to the date of sending the invitation to the General Meeting of Shareholders.</p>	Article 5. Compilation of the List of Shareholders Entitled to Attend Meetings	<p>Addition of bold content.</p> <p>Rationale: To comply with Clause 21, Article 1 – Law No. 76/2025/QH15 dated June 17, 2025 (which amends and supplements Clause 1, Article 141 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020).</p>



**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Existing regulation	Existing content	New content	New regulation	Note
Article 6. Notification of the Closing of the List of Shareholders Entitled to Attend the General Meeting of Shareholders	1. The Board of Directors shall convene a meeting and issue a Board Resolution to approve the record date for establishing the list of shareholders entitled to attend the General Meeting of Shareholders. The Board Resolution must be disclosed no later than twenty (20) days prior to the expected record date.  2. The Corporation shall perform the procedures for compiling the list of shareholders with the Vietnam Securities Depository (VSD) in accordance with the Regulations on the Exercise of Rights issued by the VSD.	1. The Board of Directors shall convene a meeting and issue a Board Resolution to approve the record date for establishing the list of shareholders entitled to attend the General Meeting of Shareholders. The Board Resolution must be disclosed at least twenty (20) days prior to the expected record date.  2. The Corporation shall perform the procedures for compiling the list of shareholders with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Regulations on the Exercise of Rights issued by the VSDC.	Article 6. Notification of the Record Date for the List of Shareholders Entitled to Attend the General Meeting of Shareholders	Section 1: Amend the bold content. Rationale: To comply with the provisions of Clause 1, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of the Law on Securities.  Section 2: Amend the bold content. Rationale: As the Vietnam Securities Depository (VSD) has officially changed its name and transformed its operational model into the Vietnam Securities Depository and Clearing Corporation (VSDC) since August 02, 2023.



SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)

Article 10. Methods of Registration for Attendance at the General Meeting of Shareholders	<p><b>2.</b> On the date of the General Meeting of Shareholders:</p> <p>a. For traditional meetings and shareholders attending in person:</p> <p>- Prior to the opening of the meeting, the Corporation must conduct shareholder registration procedures. The Corporation shall for issue each shareholder or shareholders or authorized proxies a voting rights card, which specifies the registration number, full name of the shareholder, full name of the authorized proxy, and the number of voting shares of that shareholder.</p>	<p><b>2.</b> On the date of the General Meeting of Shareholders:</p> <p>a. For traditional meetings and shareholders attending in person:</p> <p>- Prior to the opening of the meeting, the Corporation must conduct shareholder registration procedures. The Corporation shall for issue each shareholder or shareholders or authorized proxies a voting rights card, which specifies the registration number, full name of the shareholder, full name of the authorized proxy, and the number of voting shares of that shareholder.</p>	Article 10. Methods of Registration for Attendance at the General Meeting of Shareholders	Amend the bold content. Rationale: To be comprehensive and consistent with Point a, Clause 1, Article 18 of the Corporation's Charter.
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SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)

Article 13. Voting Methods for Elections	<p><b>I. General Principles:</b></p> <ul style="list-style-type: none"> <li>- Compliance with the provisions of the law and the Corporation's Charter;</li> <li>- Members of the Vote Counting Committee must not be included in the list of candidates nominated or self-nominated for the Board of Directors and the Supervisory Board.</li> <li>- Election Voting Method: To be conducted via the cumulative voting method. Accordingly, each delegate shall have a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected. Attending delegates have the right to cast all of their votes for one or a number of candidates.</li> </ul>	<p><b>I. General Principles:</b></p> <ul style="list-style-type: none"> <li>- Compliance with the provisions of the law and the Corporation's Charter;</li> <li>- Members of the Vote Counting Committee must not be included in the list of candidates nominated or self-nominated for the Board of Directors and the Supervisory Board.</li> <li>- Election Voting Method: To be conducted via the cumulative voting method. Accordingly, each delegate shall have a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected. Attending delegates have the right to cast all of their votes for one or a number of candidates.</li> </ul>	Article 13. Voting Methods for Elections	<p>Amend the bold content.</p> <p><i>Rationale:</i> To comply with Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and Article 28 of this Regulation</p>
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**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Article 26. Composition, Standards, and Qualifications of Members of the Board of Directors	<p>1. Composition of the Board of Directors: The number of non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of members. There shall be at least one (01) independent member of the Board of Directors.</p> <p>2. Standards and Qualifications of members of the Board of Directors: In accordance with the provisions of Clause 1 and Clause 2, Article 155 of the Law on Enterprises.</p>	<p>1. Composition of the Board of Directors: The number of non-executive members of the Board of Directors must ensure at least one (01) member. There shall be at least one (01) independent member of the Board of Directors.</p> <p>2. Standards and Qualifications of members of the Board of Directors: In accordance with the provisions of Clause 1 and Clause 2, Article 155 of the Law on Enterprises; the provisions of Article 275 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities; as amended and supplemented by Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025.</p>	<p>Article 26. Composition, Standards, and Qualifications of Members of the Board of Directors</p>	<p>- <b>Section 1:</b> <b>Amend the bold content. Rationale:</b> Amended to comply with <b>Clause 79, Article 1 of Decree No. 245/2025/ND-CP</b> dated September 11, 2025, which amends and supplements <b>Clause 2, Article 276 of Decree No. 155/2020/ND-CP</b> dated December 31, 2020, detailing the implementation of the Law on Securities.</p> <p>- <b>Section 2:</b> <b>Supplement the bold content. Rationale:</b> As <b>PETROCONS</b> is a public company, in addition to complying with the Law on Enterprises, it must also satisfy the provisions of the Law on Securities and its guiding documents for implementation.</p>
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**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Article 31. Methods of Nominating Candidates for the Board of Directors	4. In the event that one (01) day prior to the opening of the General Meeting of Shareholders, the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient, the Board of Directors shall prepare a list of candidates based on the following criteria:	4. In the event that one (01) day prior to the opening of the General Meeting of Shareholders, the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient, the Board of Directors shall prepare a list of candidates based on the following criteria:	Article 31. Methods of Nominating Candidates for the Board of Directors	Supplement the bold content for completeness.  Rationale: As PETROCONS is a public company, in addition to complying with the Law on Enterprises, it must also satisfy the provisions of the Law on Securities and its guiding documents for implementation.
	<ul style="list-style-type: none"> <li>Number of candidates: The remaining number required after consolidating the list of valid candidates from nominations and self-nominations as specified in Clause 3 of this Article;</li> <li>Candidates nominated by the Board of Directors must be approved by a majority vote of the incumbent members of the Board of Directors;</li> <li>Candidates nominated by the Board of Directors must ensure they meet the minimum conditions and standards as prescribed in Article 155 of the Law on Enterprises.</li> </ul>	<ul style="list-style-type: none"> <li>Number of candidates: The remaining number required after consolidating the list of valid candidates from nominations and self-nominations as specified in Clause 3 of this Article;</li> <li>Candidates nominated by the Board of Directors must be approved by a majority vote of the incumbent members of the Board of Directors;</li> <li>Candidates nominated by the Board of Directors must ensure they meet the minimum conditions and standards as prescribed in Article 155 of the Law on Enterprises, the Law on Securities, and their guiding documents for implementation.</li> </ul>		



**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Article 54. Nomination and Self- nomination of Members of the Supervisory Board	To be implemented in accordance with the provisions of Clause 1 and Clause 2, Article 34 of the Corporation's Charter.	To be implemented in accordance with the provisions of Article 34 of the Corporation's Charter.	Article 54. Nomination and Self- nomination of Members of the Supervisory Board	Remove the bold content. Rationale: To implement the provisions of Article 34 of the Charter (which comprises 03 items).
Article 77. Effect and Implementation	Article 77. Effect and Implementation The Internal Regulation on Corporate Governance of PetroVietnam Construction Joint Stock Corporation comprises 77 (seventy-seven) Articles and shall take effect from July 01, 2021.	The Internal Regulation on Corporate Governance of PetroVietnam Construction Joint Stock Corporation comprises 06 (six) Chapters and 77 (seventy-seven) Articles, and shall take effect from [Date]/[Month]/2026.	Article 77. Effect and Implementation	Amend the bold content. Rationale: For completeness and to ensure consistency with the date of issuance.



**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

**SUMMARY TABLE OF AMENDMENTS TO THE INTERNAL REGULATIONS ON THE  
OPERATION OF THE BOARD OF DIRECTORS OF PETROVIETNAM CONSTRUCTION**

**JOINT STOCK CORPORATION**

**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Existing regulation	Existing content	New content	New regulation	Note
<b>INTERNAL REGULATIONS ON THE OPERATION OF THE CORPORATION'S BOARD OF DIRECTORS</b>				
	<p><b>LEGAL GROUNDS</b></p> <p>Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</p> <p>Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;</p> <p>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance...;</p> <p>Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation approved by the General Meeting of Shareholders on June 30, 2021;</p> <p>Pursuant to the Resolution of the General Meeting of Shareholders No. 148/NQ-DHDCD-XLDK dated June 30, 2021;</p> <p>The Board of Directors hereby issues the Internal Regulations on the Operation of the Board of Directors (BOD) of PetroVietnam Construction Joint Stock Corporation.</p> <p>The Internal Regulations on the Operation of the Board of Directors of PetroVietnam Construction Joint Stock Corporation (PVC/the Corporation) comprise the following contents:</p>	<p><b>LEGAL GROUNDS</b></p> <p>Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its relevant amending and supplementing documents;</p> <p>Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its relevant amending and supplementing documents;</p> <p>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities and its relevant amending and supplementing documents;</p> <p>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance...;</p> <p>Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation approved by the General Meeting of Shareholders;</p> <p>Pursuant to the Resolution of the Annual General Meeting of Shareholders No. ....NQ-DHDCD-XLDK dated ...../2026;</p> <p>The Board of Directors hereby issues the Internal Regulations on the Operation of the Board of Directors (BOD) of PetroVietnam Construction Joint Stock Corporation.</p> <p>The Internal Regulations on the Operation of the Board of Directors of PetroVietnam Construction Joint Stock Corporation (PETROCONS/the Corporation) comprise the following contents:</p>		
Basis for Issuance			Basis for Issuance	<p><b>Amend and supplement the bold content.</b></p> <p><b>Rationale:</b> To reference all current amending and supplementing documents and to ensure consistency with the Charter following its update, amendment, and approval by the General Meeting of Shareholders (GMS). Update the abbreviation of the Corporation.</p>



SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)

Article 5. Term of Office and Number of Board Members	4. The number of Independent Board Members shall be 01 (one) person. The Corporation's Charter shall specify the quantity, rights, obligations, methods of organization, and coordination of activities of the Independent Board Members.	4. The number of non-executive Board members must be at least 01 (one). The number of Independent Board Members shall be 01 (one) person. The Corporation's Charter shall specify the quantity, rights, obligations, methods of organization, and coordination of activities of the Independent Board Members.	Article 5. Term of Office and Number of Board Members	Supplement the bold content. Rationale: Amended to ensure compliance with Clause 79, Article 1 of Decree No. 24/2025/ND-CP dated September 11, 2025, which amends and supplements Clause 2, Article 276 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of the Law on Securities. Consistent with Clause 3, Article 24 of the Charter (as amended).
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SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)

Article 6. Standards and Conditions for Board Members	<p>1. A Board member must satisfy the following standards and conditions:</p> <p>a) Not fall within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Possess professional qualifications and experience in business management or in the fields and sectors of the Corporation's business, and is not necessarily a shareholder of the Corporation;</p> <p>c) A Board member of the Corporation may concurrently serve as a Board member of other companies;</p> <p>d) A Board member must not be a family relative of the General Director or other managers of the company, or of the managers or persons with the authority to appoint managers of the parent company;</p> <p>đ) Other standards and conditions as stipulated in the Corporation's Charter.</p>	<p>1. A Board member must satisfy the following standards and conditions:</p> <p>a) Not fall within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Possess professional qualifications and experience in business management or in the fields and sectors of the Corporation's business, and is not necessarily a shareholder of the Corporation;</p> <p>c) A Board member of the Corporation may concurrently serve as a Board member of other companies; A Board member of the Corporation shall only be permitted to concurrently serve as a member of the Board of Directors or the Members' Council at a maximum of 05 (five) other companies;</p> <p>d) A Board member must not be a family relative of the General Director or other managers of the company, or of the managers or persons with the authority to appoint managers of the parent company;</p> <p>đ) Other standards and conditions as stipulated in the Corporation's Charter.</p>	Article 6. Standards and Conditions for Board Members	<p>Supplement the bold content (Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing Clause 3, Article 275 of Decree No. 155/2020/ND-CP dated December 31, 2020).</p> <p><b>Rationale:</b></p> <p>- As a public company, PETROCONS must comply with the Law on Enterprises as well as the Law on Securities and its guiding documents for implementation.</p> <p>- Concurrently amended to ensure consistency with <b>Clause 4 and Clause 5, Article 23 of the Charter</b> (as amended).</p>
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**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders	<p><b>1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</b></p> <p>a) The Board of Directors deems it necessary for the interests of the Corporation;</p> <p>b) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number of members required by law;</p> <p>c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders, or be made in multiple counterparts which together contain sufficient signatures of the relevant shareholders;</p> <p>d) At the request of the Supervisory Board;</p> <p>f) Other cases as prescribed by law and the Corporation's Charter.</p>	<p><b>1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</b></p> <p>a) The Board of Directors deems it necessary for the interests of the Corporation;</p> <p>b) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number of members required by law;</p> <p>c) The number of members of the Board of Directors is reduced by more than 1/3 (one-third) of the number specified in the Corporation's Charter, or the number of Independent Board Members decreases and fails to ensure the ratio prescribed in Article 24 of these Regulations;</p> <p>d) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 3, Article 10 of the Charter; such request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders, or be made in multiple counterparts which together contain sufficient signatures of the relevant shareholders;</p> <p>đ) At the request of the Supervisory Board;</p> <p>e) Other cases as prescribed by law and the Corporation's Charter.</p>	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p>	<p>Supplement the bold content in Point (c) of following Point (b) of Clause 1 of this Article. Rationale: To ensure consistency with Clause 3, Article 12 of the Company's Charter and Clause 4, Article 160 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020.</p> <p>Supplement the bold content "and Clause 3, Article 10 of the Charter" into Point (c), and rename Point (c) to Point (d).</p> <p>Rationale: To comply with Point (d), Clause 3, Article 12 of the Corporation's Charter.</p> <p>Rename the remaining points (c, d, dd to d, dd, e) respectively, following the supplemental point..</p>
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**SUMMARY OF AMENDMENTS TO THE REGULATIONS OF PETROVIETNAM CONSTRUCTION  
JOINT STOCK CORPORATION (PETROCONS)**

Article 16. Minutes of Board of Directors Meetings	2. In the event that the chairperson or the minutes-writer refuses to sign the meeting minutes, but if such minutes are signed by all other members of the Board of Directors attending the meeting and contain all the required contents as prescribed in Points a, b, c, d, dd, e, g, and h, Clause 1 of this Article, then these minutes shall be valid.	2. In the event that the chairperson or the minutes-writer refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the required contents as prescribed in Points a, b, c, d, dd, e, g, and h, Clause 1 of this Article. The meeting minutes must clearly state the refusal of the chairperson or the minutes-writer to sign the minutes. Those who sign the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the minutes-writer shall be personally responsible for any damages incurred by the enterprise resulting from their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.	Article 16. Minutes of Board of Directors Meetings	Supplement the bold content.  Rationale:  • Amended to ensure compliance with Clause 6, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022, which amends and supplements Clause 2, Article 158 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020.
Article 28. Effectiveness and Implementation	Article 28. Effectiveness and Implementation The Regulations on the Operations of the Board of Directors of PetroVietnam Construction Joint Stock Corporation comprise 07 Chapters and 28 Articles, and shall take effect from July 01, 2021.	The Regulations on the Operations of the Board of Directors of PetroVietnam Construction Joint Stock Corporation comprise 07 (seven) Chapters and 28 (twenty-eight) Articles, and shall take effect from [Date] / [Month] / 2026.	Article 28. Effectiveness and Implementation	Amending the effective date



**DRAF**

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION**

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and relevant amending and supplementing documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and relevant amending and supplementing documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities and relevant amending and supplementing documents;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of Organization and Operation of PetroVietnam Construction Joint Stock Corporation as approved by the General Meeting of Shareholders;
- Pursuant to the Resolution of the General Meeting of Shareholders No. .... /NQ-DHĐCD-XLDK dated ...../...../2026;

The Board of Directors of the Company hereby issues the Internal Regulations on Corporate Governance of PetroVietnam Construction Joint Stock Corporation with the following contents:

### **CHAPTER I:**

#### **GENERAL PROVISIONS**

##### **Article 1. Scope of Regulation and Subjects of Application**

1. **Scope of Regulation:** These Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, candidacy, election, removal, and dismissal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed by the Corporation's Charter and other current legal provisions.
2. **Subjects of Application:** These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and relevant persons.

**Article 2. Interpretation of Terms** In these Regulations, the following terms shall be understood as follows:

1. **The Corporation:** Refers to PetroVietnam Construction Joint Stock Corporation;



2. **Person in charge of Corporate Governance:** Is the person whose responsibilities and powers are prescribed in Clause 4, Article 30 of the Corporation's Charter;
3. **Enterprise Executives:** Include the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed by the Corporation's Charter;
4. **Enterprise Managers:** Refer to the managers of the Corporation, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions as prescribed in the Corporation's Charter;
5. **Law on Enterprises:** Refers to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and relevant amending and supplementing documents;
6. **Law on Securities:** Refers to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and relevant amending and supplementing documents;
7. **Online General Meeting:** Refers to a General Meeting of Shareholders organized through the application of modern information technology to transmit audio and/or images of the Meeting, allowing shareholders at different locations to attend, observe, discuss, and vote on the issues of the meeting;
8. **Traditional General Meeting:** Refers to a General Meeting of Shareholders where shareholders can attend in person, discuss, and vote on the issues of the meeting at a specific location, rather than through the online format prescribed in Clause 7 of this Article;
9. **Online System:** Refers to the application/software system/website used by the Corporation to facilitate the organization of online General Meetings of Shareholders and/or electronic voting;
10. **Electronic Voting:** Refers to the act of a shareholder or an authorized representative performing voting at a General Meeting of Shareholders or during a written opinion solicitation process via a ballot on the Online System;
11. **Traditional Voting:** Refers to the act of a shareholder or an authorized representative participating in direct voting at the General Meeting of Shareholders or sending a responded written opinion form to the Corporation or through other forms prescribed in the Charter and these Regulations, rather than through electronic voting.

In these Regulations, references to one or several articles or legal documents shall include any amendments, supplements, or replacement documents thereof.

## **CHAPTER II: GENERAL MEETING OF SHAREHOLDERS**

### **Section 1:**

#### **Roles, Rights, and Obligations of the General Meeting of Shareholders**

#### **Article 3. Roles, Rights, and Obligations of the 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 Corporation. The General Meeting of Shareholders shall hold an annual meeting once a year and within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the time for the Annual General Meeting of Shareholders in necessary cases, but for no more than 06 (six) months from the end of the fiscal year. In addition to the annual meeting,



the General Meeting of Shareholders may hold extraordinary meetings. The meeting location shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

**2. The General Meeting of Shareholders has the following rights and obligations:**

- a. To approve the development orientation of the Corporation;
- b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
- c. To elect, remove, and dismiss members of the Board of Directors and the Supervisory Board;
- d. To decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the Corporation's most recent financial statements;
- d. To decide on amendments and supplements to the Corporation's Charter;
- e. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of sold shares of each type;
- h. To review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Corporation and its shareholders;
- i. To decide on the reorganization or dissolution of the Corporation;
- j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. To approve the Internal Regulations on Corporate Governance; the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;
- l. To approve the list of "approved auditing organizations"; to decide on the "approved auditing organization" to conduct audits of the Corporation's activities; and to dismiss approved auditors when deemed necessary;
- m. Other rights and obligations as prescribed by law.

## **Section 2**

### **Procedures for Convening the General Meeting of Shareholders to Pass Resolutions via Voting at Meetings, Online Conferences, or In-person combined with Online Conferences**

**Article 4. Authority to Convene the General Meeting of Shareholders**

1. **Authority to convene the Annual General Meeting of Shareholders:** As prescribed in Clause 2, Article 12 of the Corporation's Charter.
2. **Authority to convene Extraordinary General Meetings of Shareholders:** As prescribed in Clause 3 and Clause 4, Article 12 of the Corporation's Charter.

**Article 5. Establishing the List of Shareholders Entitled to Attend the Meeting**

1. The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to participate and vote. The list of shareholders entitled to attend the meeting is established based on the Corporation's register of shareholders or the register of securities owners. This list must be established no more than 10 (ten) days before the date the meeting invitation is sent.



2. The list of shareholders entitled to attend the meeting must include the full name, contact address, nationality, and legal document number for individual shareholders; the name, enterprise code (or legal document number) and head office address for institutional shareholders; the number of shares of each type, and the shareholder registration number and date for each shareholder.

**Article 6. Notice of the Record Date for the List of Shareholders Entitled to Attend the Meeting**

1. The Board of Directors shall hold a meeting and issue a Board Resolution approving the record date (final registration date) for the list of shareholders entitled to attend the meeting. The Board Resolution must be disclosed at least 20 (twenty) days prior to the expected record date.
2. The Corporation shall perform the procedures for establishing the shareholder list with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Regulations on the Exercise of Rights issued by VSDC.

**Article 7. Notice of Convening the General Meeting of Shareholders** To be implemented in accordance with the provisions of Clause 3, Article 16 of the Corporation's Charter.

**Article 8. Agenda and Content of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must prepare the agenda and content for the Meeting.
2. Shareholders or groups of shareholders as mentioned in Clause 3, Article 10 of the Corporation's Charter have the right to propose matters to be included in the agenda. Such proposals must be made in writing and sent to the Corporation at least 03 (three) working days before the opening date of the Meeting. The proposal must include the shareholder's full name, the number and type of shares held, and the proposed matter to be included in the agenda.
3. The convener of the General Meeting of Shareholders has the right to refuse proposals related to Clause 2 of this Article no later than 02 (two) working days before the opening date of the Meeting and must provide a written response stating the reasons in the following cases: a. The proposal is not submitted in accordance with Clause 2 of this Article; b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the ordinary shares as prescribed in Clause 3, Article 10 of the Corporation's Charter; c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders; d. Other cases.
4. The convener must accept and include the proposals specified in Clause 2 of this Article into the draft agenda and meeting content, except for the cases specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.
5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allotted for each issue within the meeting content.

**Article 9. Authorization for Representatives to Attend the General Meeting of Shareholders**

Implemented in accordance with Article 14 of the Corporation's Charter. Regarding authorization to attend the Online General Meeting via the Online System: Shareholders may authorize another person to attend the Online General Meeting. Specific regulations on



authorization shall be decided by the Board of Directors and notified to shareholders along with the Meeting documents.

#### **Article 10. Methods of Registration to Attend the General Meeting of Shareholders**

The General Meeting of Shareholders may be organized in the form of a Traditional General Meeting, an Online General Meeting, or a combination of both, depending on the decision of the convenor. Shareholders shall register to attend the Meeting according to the following regulations:

**1. Prior to the opening date of the General Meeting of Shareholders:**

a. The methods for registration to attend the General Meeting of Shareholders are clearly specified in the Meeting Notice.

b. Shareholders shall choose a registration method as stated in the notice.

**2. On the date of the General Meeting of Shareholders:** a. For Traditional General Meetings and shareholders attending in person:

- Before the opening of the meeting, the Corporation must conduct shareholder registration procedures. The Corporation shall issue each shareholder or authorized representative entitled to vote a voting card, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder.
- Shareholders or authorized representatives arriving after the meeting has opened have the right to register immediately and subsequently participate in voting at the Meeting right after registration; the Chairperson is not responsible for pausing the Meeting for latecomers to register, and the validity of previously voted contents shall remain unchanged.

**b. For Online General Meetings and shareholders attending only via the Online System:**

- Each shareholder will be provided with an access account and password to log into the Online System. The shareholder's access account will be encrypted to ensure the authentication of the attending shareholder's status. The Corporation shall notify shareholders of their access accounts and passwords in the Meeting Notice.
- Shareholders registering to attend online shall have their status as General Meeting participants authenticated and shall be considered "present" at the Meeting if they have correctly and fully complied with the sequences and methods required by the Online System for shareholder authentication and attendance registration.
- Shareholders wishing to attend via the Online System must satisfy the conditions prescribed in Point b, Clause 2, Article 12 of these Regulations and have the following obligations:

+ To maintain the confidentiality of access account information, such as the account name, other identifying factors (if any), and the login password to ensure that only the shareholder has the right to attend the Meeting via the Online System, except when provided to the shareholder's authorized representative. The shareholder is responsible for ensuring that the authorized representative complies with the provisions of this Clause in the same manner as the shareholder.



- + To bear responsibility for all risks and disputes related to meeting attendance conducted using the shareholder's access account on the Online System. Attending and voting on the Online System using the correct login name, password, and/or other identifying factors shall be automatically deemed the will of the shareholder.

- + To regularly update accurate, complete, and truthful phone numbers, contact addresses, and email addresses at the place of securities depository to ensure receipt of access account notifications and bear full responsibility for this registered information.

**c. For General Meetings organized by combining the forms prescribed in Points a) and b) of this Clause:**

- Shareholders attending the Meeting in person shall perform shareholder registration procedures as prescribed in Point a of this Clause.

- Shareholders attending only via the Online System shall perform shareholder registration procedures as prescribed in Point b of this Clause.

- In the event that a shareholder has registered to attend via the Online System but still arrives to attend/authorizes attendance in person, the Corporation shall conduct shareholder registration as prescribed for shareholders attending in person.

**Article 11. Conditions for Conducting the General Meeting of Shareholders** To be implemented in accordance with Article 17 of the Corporation's Charter.

**Article 12. Methods of Voting**

**1. General Principles:** For each form of organization (Traditional, Online, or Combined), shareholders may vote at the General Meeting of Shareholders using one of the following methods for each voting item:

- o **Traditional Voting:** Voting in person at the Meeting, authorizing another person, or performing remote voting (via mail, fax, or email);

- o **Electronic Voting:** Only implemented if the convenor of the General Meeting of Shareholders decides to apply this method and notifies the shareholders accordingly.

- **Forms of Voting: a. Traditional voting for shareholders attending/authorizing attendance in person:**

- o **Voting by raising voting cards:** When voting by raising the Voting Card, the front of the Card must be held high toward the Presidium. If a delegate fails to raise the Card in all three calls for "Approve", "Disapprove", or "Abstain" for a single issue, the vote shall be considered invalid. If a delegate raises the Card more than once for "Approve", "Disapprove", or "Abstain" for a single issue, the vote shall be considered invalid. Under this method, members of the Delegate Eligibility Verification Committee/Ballot Counting Committee shall record the delegate code and the corresponding number of votes for each status: Approve, Disapprove, Abstain, and Invalid.

- o **Voting by ballots:** When voting by filling out a Ballot, for each item, the delegate selects one of the three pre-printed options: "Approve", "Disapprove", or "Abstain" by marking "X" or "✓" in the chosen box. After completing all voting items, the delegate shall cast the Ballot into the sealed ballot box at the Meeting as instructed by the Ballot Counting Committee. The Ballot must be signed and clearly state the full name of the delegate. A voting item is invalid



if no option or more than one option is selected. In such cases, the remaining voting items on the same ballot remain valid and will still be counted. Ballots without the signature of the shareholder/representative are considered invalid.

- **b. Electronic voting/other electronic forms:**

- o Each shareholder logs into the online system using the access account provided in the Meeting Notice and performs voting on the Online System. Specific instructions for electronic voting will be stipulated in the Regulations on Organizing the General Meeting of Shareholders or the Online System User Guide. When performing electronic voting, shareholders must comply with the obligations specified in Point b, Clause 2, Article 10 of these Regulations.

- o Shareholders exercise their voting rights via electronic voting on the Online System as instructed in the Voting section for each voting matter.

- o Shareholders may cast additional votes for arising matters. Once the voting period ends, the Online System will be locked, and shareholders cannot vote on locked items.

- o The time at which shareholders can begin accessing the Online System for electronic voting shall be decided by the Board of Directors and notified to shareholders along with the Meeting documents.

- o Electronic voting may be conducted before the General Meeting takes place and/or according to the proceedings of the Meeting, as decided by the Board of Directors.

- o The authorization for electronic voting (if any) shall be carried out in accordance with Article 9 of these Regulations.

- In cases where the Corporation organizes voting through multiple forms (traditional and electronic), shareholders may only choose one form of voting. If a shareholder votes using both forms for the same item, the electronic vote shall take precedence, and the traditional ballot will not be counted.

- The specific form of voting shall be implemented according to the Working Regulations of the General Meeting of Shareholders.

- **Article 13. Methods of Election Voting**

- **General Principles:**

- o Comply with the law and the Corporation's Charter;

- o Members of the Ballot Counting Committee must not be on the list of nominees or candidates for the Board of Directors and the Supervisory Board.

- o **Form of election voting:** Conducted via cumulative voting. Accordingly, each delegate has a total number of votes corresponding to the total shares owned or represented multiplied by the number of members to be elected. Attending delegates have the right to cast all or part of their total votes for one or several candidates.

- o **Principle of election:**

- / Elected persons are determined by the number of votes received from high to low, starting from the candidate with the highest votes until the required number of members is reached.

- / If two or more candidates receive the same number of votes for the final position, a re-election shall be held among those candidates with equal votes.

- / If the first round of election does not result in the required number of members, subsequent rounds shall be held until the quota is filled.

- **In-person election at the Meeting:**

- o If additional candidates arise on the meeting day, delegates may contact the Ballot Counting Committee to request a new election ballot and must return the old ballot (before casting it into the box).

- o In case of an accidental error in selection, delegates may contact the Ballot Counting Committee for a replacement ballot and must return the old one.

- **Election via electronic voting on the Online System or a combination of traditional and electronic voting:** Shareholders shall follow the instructions in the Election section on the Online System for the relevant item. Once the voting ends, the system will be locked. Other provisions are similar to the voting methods prescribed in Article 12 of these Regulations.



## **Article 14. Methods of Ballot Counting**

### **a. Traditional voting method:**

- **For voting cards:** Voting is conducted by collecting "Approve" cards first, followed by "Disapprove" cards. Finally, the total number of approved or disapproved votes is counted to reach a decision. The results of the ballot counting shall be announced by the Chairperson immediately before the closing of the meeting.
- **For voting ballots and election ballots:** Shareholders or authorized representatives cast their ballots into the ballot boxes prepared in advance by the organizing committee. Finally, the ballot counting process aggregates the number of "Approve", "Disapprove", "Abstain" votes, or the total election votes.
- **For sensitive matters:** If requested by shareholders and approved by the General Meeting of Shareholders, the Corporation must appoint an independent organization to conduct the collection and counting of ballots.

### **b. Electronic voting or a combination of traditional and electronic voting:**

- At the time of counting, the Ballot Counting Committee shall aggregate the electronic voting results or combine the traditional and electronic results to establish the Ballot Counting Minutes.
- The counting result is the total aggregate of electronic votes or the combination of traditional and electronic votes.

**Article 15. Announcement of Ballot Counting Results** The Ballot Counting Committee shall inspect, aggregate, and report the results of each item to the Chairperson. The counting process must be recorded in minutes signed by all members of the Ballot Counting Committee. The results shall be announced by the Chairperson immediately before the closing of the meeting.

**Article 16. Conditions for Approval of Resolutions** To be implemented in accordance with Article 19 of the Corporation's Charter.

**Article 17. Methods of Opposing Resolutions of the General Meeting of Shareholders** Shareholders who voted against a resolution regarding the reorganization of the Corporation or changes to the rights and obligations of shareholders under the Charter have the right to request the Corporation to repurchase their shares. Specific regulations on the repurchase request shall comply with Article 132 of the Law on Enterprises. In the event that a shareholder requests the cancellation of a resolution of the General Meeting of Shareholders, it shall be implemented in accordance with Article 22 of the Corporation's Charter.

**Article 18. Minutes of the General Meeting of Shareholders** To be implemented in accordance with Clauses 1 and 2, Article 21 of the Corporation's Charter.

**Article 19. Disclosure of Resolutions of the General Meeting of Shareholders** Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the registered shareholder list with signatures, letters of authorization, all documents attached to the Minutes (if any), and relevant documents sent with the Meeting Notice must be disclosed in accordance with the law on information disclosure on the securities market and must be archived at the Corporation's headquarters.



### **Section 3: Procedures for Passing Resolutions via Written Opinion Solicitation**

**Article 20. Cases Where Written Opinion Solicitation Is or Is Not Permitted** All matters within the authority of the General Meeting of Shareholders may be passed via written opinion solicitation, including the cases prescribed in Clause 2, Article 147 of the Law on Enterprises.

**Article 21. Procedures for Passing Resolutions via Written Opinion Solicitation** To be implemented in accordance with Article 20 of the Corporation's Charter.

## **CHAPTER III: THE BOARD OF DIRECTORS**

### **Section 1: Roles, Rights, Obligations, and Responsibilities of the Board of Directors and its Members**

#### **Article 22. Roles, Rights, and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Corporation, having full authority to act in the name of the Corporation to decide on and exercise the Corporation's rights and obligations, except for those within the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors: As prescribed in Clause 2, Article 25 of the Corporation's Charter.

**Article 23. Responsibilities of Members of the Board of Directors** Members of the Board of Directors are responsible for complying with the provisions of Articles 40, 41, and 42 of the Corporation's Charter.

**Article 24. Rights to be Provided with Information of Members of the Board of Directors** To be implemented in accordance with Article 159 of the Law on Enterprises.

### **Section 2: Nomination, Candidacy, Election, Removal, and Dismissal of Members of the Board of Directors**

**Article 25. Term of Office and Number of Members of the Board of Directors** The number of members of the Board of Directors is 05 (five) persons. The term of office of a member of the Board of Directors shall not exceed 05 (five) years, and members may be re-elected for an unlimited number of terms. An individual shall only be elected as an Independent Member of the Board of Directors for no more than 02 (two) consecutive terms. In the event that all members of the Board of Directors conclude their terms at the same time, such members shall continue to serve until new members are elected as replacements and take over the work.

#### **Article 26. Composition, Standards, and Conditions of Members of the Board of Directors**

1. **Composition of the Board of Directors:** The number of non-executive members must be at least 01 (one) member. The number of independent members must be at least 01 (one) member.
2. **Standards and Conditions of Members:** As prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises; Article 275 of Decree No. 155/2020/ND-CP dated



December 31, 2020; and as amended and supplemented by Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025.

**Article 27. Nomination and Candidacy for Members of the Board of Directors** To be implemented in accordance with Article 23 of the Corporation's Charter.

**Article 28. Methods of Electing Members of the Board of Directors** The election of members of the Board of Directors must be conducted via cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total shares owned multiplied by the number of members to be elected, and shareholders have the right to cast all or part of their votes for one or several candidates. Elected members are determined by the number of votes received from high to low, starting from the candidate with the highest votes until the required number of members as stipulated in the Charter is filled. If two or more candidates receive the same number of votes for the final position, a re-election shall be held among those candidates with equal votes.

**Article 29. Cases of Removal, Dismissal, and Addition of Members of the Board of Directors**

1. **Cases of removal and dismissal:** As prescribed in Article 160 of the Law on Enterprises.
2. **Cases of additional election of members:** The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases: a. The number of remaining members is lower than the minimum required by the Law on Enterprises. In this case, the Board of Directors must convene a Meeting within 30 (thirty) days from the date the event occurs. b. The number of members decreases by more than one-third of the quantity stipulated in the Charter, or the number of independent members falls below the ratio prescribed in Article 24 of the Charter. In this case, the Board of Directors must convene a Meeting within 60 (sixty) days from the date of such decrease. c. Except for cases in points (a) and (b) of this Clause, the General Meeting of Shareholders shall elect new members to replace those removed or dismissed at the nearest meeting.

**Article 30. Notice of Election, Removal, and Dismissal of Members of the Board of Directors** Upon the decision to elect, remove, or dismiss a member, the Corporation is responsible for disclosing the information internally and to relevant authorities, via mass media and the Corporation's website in accordance with the sequences and regulations of current laws.

**Article 31. Methods of Introducing Candidates for the Board of Directors**

1. The Board of Directors or other parties as prescribed in Clause 3, Article 28 of the Charter shall convene a Board meeting regarding the election of members to disseminate election contents: quantity, standards, and methods of nomination/candidacy as prescribed in Articles 26 and 27 of these Regulations. The election shall be held at the nearest General Meeting of Shareholders.
2. The Corporation shall issue a public notice regarding the election and the procedures to be followed, clearly stating the reason, quantity, standards, conditions, and nomination/candidacy procedures.



3. The Board of Directors shall consolidate the list of candidates and verify their information to ensure they meet the standards and conditions prescribed in Clause 2, Article 26 of these Regulations.
4. If, one day before the General Meeting of Shareholders, the number of candidates is still insufficient, the Board of Directors shall introduce candidates based on the following criteria:
  - The number of candidates shall cover the shortfall identified in Clause 3 of this Article;
  - Candidates introduced by the Board of Directors must be approved by a majority of the incumbent Board members via voting;
  - Candidates must meet the minimum standards under Article 155 of the Law on Enterprises, the Law on Securities, and guiding documents.
  - The list of candidates nominated by the Board of Directors is only valid and announced when the number of candidates remains insufficient before the General Meeting of Shareholders votes.

#### **Article 32. Election, Dismissal, and Removal of the Chairperson of the Board of Directors**

1. The Chairperson shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairperson shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the conclusion of that Board's election. This meeting shall be convened and chaired by the member with the highest number or ratio of votes. If multiple members share the highest votes, they shall elect one person among them by majority rule to convene the meeting.
3. If the Chairperson resigns, is removed, or is dismissed, the Board of Directors must elect a replacement within 10 (ten) days.
4. In case of absence or inability to perform duties, the Chairperson must provide a written authorization to another member. If no authorization exists or the Chairperson is deceased, missing, detained, imprisoned, or otherwise legally incapacitated, the remaining members shall elect one person among them to serve as Chairperson by majority rule until a new decision is made.

### **Section 3: Remuneration and Other Benefits of Board of Directors Members**

**Article 33. Remuneration and Other Benefits of Board of Directors Members** To be implemented in accordance with Article 26 of the Corporation's Charter.

### **Section 4: Order and Procedures for Board of Directors Meetings**

**Article 34. Number of Meetings** The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

#### **Article 35. Cases Requiring Extraordinary Board of Directors Meetings**

1. The Chairperson must convene a Board meeting when any of the following parties submits a written request stating the meeting's purpose and the issues within the Board's authority to be discussed and decided: a. The Supervisory Board or an independent member of the Board of Directors; b. The General Director or at least 05 (five) other managers; c. At least 02 (two) members of the Board of Directors.



2. The aforementioned meetings must be conducted within 07 (seven) working days after the request is made. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be responsible for any damages incurred by the Corporation; those requesting the meeting as mentioned in Clause 1 of this Article have the right to convene the Board meeting in place of the Chairperson.

#### **Article 36. Notice of Board of Directors Meetings**

1. The Chairperson or the convenor must send a Meeting Notice to the Board members at least 03 (three) working days before the meeting date. The notice must be in Vietnamese and fully specify the agenda, time, and location, accompanied by necessary documents on the issues to be discussed and voted on.
2. The notice may be sent via invitation letter, telephone, fax, or electronic means, ensuring it reaches the registered contact address of each Board member at the Corporation.
3. The Chairperson or the convenor must send the notice and accompanying documents to the members of the Supervisory Board in the same manner as to the Board members.

**Article 37. Rights of Supervisory Board Members to Attend Board Meetings** Members of the Supervisory Board have the right to attend Board of Directors meetings and participate in discussions but do not have the right to vote.

#### **Article 38. Conditions for Conducting Board of Directors Meetings**

1. The first Board meeting may only proceed to make decisions when at least 3/4 (three-fourths) of the members are present in person or through an authorized representative.
2. If the quorum is not met, the meeting must be reconvened within 07 (seven) days of the first intended date. The reconvened meeting shall proceed if more than 1/2 (one-half) of the members are present.
3. Board meetings may be held via online conference when all or some members are at different locations, provided that each participant can: a. Hear every other participating member speaking in the meeting; b. Address all other participants simultaneously. Discussions may be conducted directly by telephone, other communication means, or a combination thereof. Members participating in this manner are considered "present." The meeting location is defined as the place with the largest number of members or where the Chairperson is present.

#### **Article 39. Voting Methods**

1. A Board member is considered to have attended and voted in the following cases:
  - o Attending and voting in person at the meeting;
  - o Authorizing another person to attend and vote as prescribed in Clause 11, Article 28 of the Charter;
  - o Attending and voting via online conference, electronic voting, or other electronic forms;
  - o Sending a vote via mail, fax, or email;
  - o Sending a vote by other means.
2. Votes sent via mail must be in a sealed envelope and delivered to the Chairperson at least one hour before the opening. Envelopes shall only be opened in the presence of all attendees.



#### **Article 40. Methods of Passing Board Resolutions**

1. Board resolutions and decisions are passed if approved by a majority of the attending members; in the event of a tie, the final decision shall rest with the side having the Chairperson's opinion.
2. Decisions passed in a properly organized telephone meeting shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes by all attending members.

**Article 41. Authorization for Others to Attend Meetings** A Board member may authorize another person to attend and vote if approved by a majority of the Board members.

**Article 42. Minutes of Board of Directors Meetings** To be implemented in accordance with Clause 1, Article 158 of the Law on Enterprises.

**Article 43. Cases Where the Chairperson and/or Secretary Refuses to Sign Minutes** To be implemented in accordance with Clause 2, Article 158 of the Law on Enterprises.

**Article 44. Notification of Board Resolutions and Decisions** Board resolutions and decisions shall be notified/disclosed in accordance with the regulations on information disclosure on the securities market.

#### **Section 5: Subcommittees under the Board of Directors**

**Article 45. Subcommittees under the Board of Directors** To be implemented in accordance with Article 29 of the Corporation's Charter.

#### **Section 6: Person in Charge of Corporate Governance**

**Article 46. Qualifications of the Person in Charge of Corporate Governance** The Person in Charge of Corporate Governance must not concurrently work for the "approved auditing organization" currently auditing the Corporation's financial statements.

**Article 47. Appointment of the Person in Charge of Corporate Governance** The Board of Directors must appoint at least 01 (one) Person in Charge of Corporate Governance to support the enterprise's corporate governance activities.

**Article 48. Cases of Removal/Dismissal of the Person in Charge of Corporate Governance** The Board of Directors may remove or dismiss the Person in Charge of Corporate Governance when necessary, provided it does not violate current labor laws.

**Article 49. Notice of Appointment and Removal of the Person in Charge of Corporate Governance** Upon the decision to appoint or remove the Person in Charge of Corporate Governance, the Corporation is responsible for disclosing the information internally, to relevant authorities, via mass media, and on the Corporation's website in accordance with the sequences and regulations of current laws.

**Article 50. Rights and Obligations of the Person in Charge of Corporate Governance** To be implemented in accordance with Clause 4, Article 30 of the Corporation's Charter.

### **CHAPTER IV: THE SUPERVISORY BOARD**

#### **Section 1: Roles, Rights, Obligations, and Responsibilities of the Supervisory Board and its Members**

**Article 51. Roles, Rights, Obligations, and Responsibilities of the Supervisory Board and its Members** 1. **Roles of the Supervisory Board:** The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Corporation.

2. **Rights and Obligations:** As prescribed in Article 37 of the Corporation's Charter.

3. **Responsibilities of Members:** To be implemented in accordance with Articles 40, 41, and 42 of the Corporation's Charter.

4. **Rights to be Provided with Information:** To be implemented in accordance with Article 171 of the Law on Enterprises.

#### **Section 2: Term of Office, Quantity, Composition, and Structure of the Supervisory Board**



**Article 52. Term of Office, Quantity, Composition, and Structure of the Supervisory Board** The number of members of the Supervisory Board is 03 (three) persons. The term of office shall not exceed 05 (five) years, and members may be re-elected for an unlimited number of terms.

**Article 53. Standards and Conditions of Supervisory Board Members** To be implemented in accordance with Clause 2, Article 35 of the Corporation's Charter.

**Article 54. Nomination and Candidacy for Supervisory Board Members** To be implemented in accordance with Article 34 of the Corporation's Charter.

**Article 55. Methods of Electing Supervisory Board Members** The election of members of the Supervisory Board must be conducted via cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total shares owned multiplied by the number of members to be elected, and shareholders have the right to cast all or part of their votes for one or several candidates. Elected members are determined by the number of votes received from high to low, starting from the candidate with the highest votes until the required number of members as stipulated in the Charter is filled. If two or more candidates receive the same number of votes for the final position, a re-election shall be held among those candidates with equal votes.

**Article 56. Cases of Removal and Dismissal of Supervisory Board Members** To be implemented in accordance with Clauses 3 and 4, Article 35 of the Corporation's Charter.

**Article 57. Notice of Election, Removal, and Dismissal of Supervisory Board Members** Upon the decision to elect, remove, or dismiss a member, the Corporation is responsible for disclosing information internally and to relevant authorities, via mass media and the Corporation's website in accordance with the sequences and regulations of current laws.

**Article 58. Meetings of the Supervisory Board** To be implemented in accordance with Article 38 of the Corporation's Charter.

**Article 59. Salaries and Other Benefits of Supervisory Board Members** To be implemented in accordance with Article 39 of the Corporation's Charter.

## **CHAPTER V: THE GENERAL DIRECTOR**

### **Section 1: Roles, Responsibilities, Rights, and Obligations of the General Director**

#### **Article 60. Roles, Responsibilities, Rights, and Obligations of the General Director 1.**

**Roles of the General Director:** The General Director is the person who manages the day-to-day business affairs of the Corporation; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and the law for the exercise of assigned rights and obligations.

**2. Rights and Obligations:** To be implemented in accordance with Clause 4, Article 33 of the Corporation's Charter.

**3. Responsibilities:** To be implemented in accordance with Articles 40, 41, and 42 of the Corporation's Charter.

### **Section 2: Appointment, Removal, Signing, and Termination of Contracts with the General Director**

**Article 61. Term of Office, Standards, and Conditions of the General Director 1.** The term of office of the General Director shall not exceed 05 (five) years and they may be re-appointed for an unlimited number of terms.

**2.** Standards and conditions shall comply with Article 162 of the Law on Enterprises.

**Article 62. Appointment and Signing of Labor Contracts with the General Director** The Board of Directors shall appoint one (01) of its members or hire another person as the General Director; and sign a contract stipulating salary, remuneration, benefits, and other relevant terms.



**Article 63. Removal and Termination of Labor Contracts with the General Director** 1. The Board of Directors may remove the General Director when a majority of the attending Board members with voting rights approve and shall appoint a new General Director as a replacement.

2. If the General Director wishes to resign, a resignation letter must be submitted to the Board of Directors 30 (thirty) days in advance. Within 30 (thirty) days of receipt, the Board shall consider and decide.

3. The incumbent General Director shall be disqualified in cases of: death, loss of civil capacity, loss of citizenship rights, unauthorized abandonment of office, violation of the Corporation's Charter, and other legal regulations. In such cases, the Board must perform procedures to appoint a new General Director within a maximum of 30 (thirty) days.

**Article 64. Notice of Appointment, Removal, Signing, and Termination of Contracts with the General Director** Upon the decision to appoint, remove, sign, or terminate a contract with the General Director, the Corporation is responsible for disclosing information internally and to relevant authorities, via mass media and the Corporation's website in accordance with the sequences and regulations of current laws.

**Article 65. Salaries and Other Benefits of the General Director** The salary and bonuses of the General Director shall be decided by the Board of Directors.

## **CHAPTER VI: OTHER ACTIVITIES**

**Section 1: Coordination of Activities between the Board of Directors, the Supervisory Board, and the General Director**

**Article 66. Procedures and Sequences for Convening, Meeting Notices, and Recording Minutes**

**Article 69. Cases where the General Director and the Supervisory Board Request to Convene a Board Meeting and Matters Requiring Board Opinions**

1. **Cases for requesting to convene a Board of Directors meeting: a. The Supervisory Board may request to convene a Board meeting in the following cases:**

- o When it is determined that the rights of Supervisory Board members to access information and documents related to the Corporation's operations are not fully fulfilled in accordance with current laws and the Corporation's Charter.
- o Upon discovering violations of the law or the Corporation's Charter by members of the Board of Directors, the General Director, or other enterprise executives, after having notified the Board of Directors in writing as prescribed in Clause 5, Article 37 of the Charter and Point d, Clause 1, Article 73 of these Regulations, but the violator has not ceased the violation or provided remedial measures.

**b. The General Director may request to convene a Board meeting in the following cases:**

- o When it is determined that the rights of the General Director as prescribed in Clause 4, Article 33 of the Corporation's Charter are not being exercised.
- o Upon discovering violations of the law or the Corporation's Charter by other executives after having notified the Board of Directors in writing, but the violator has not ceased the violation or provided remedial measures.

**2. Matters requiring the Board of Directors' opinions:** a. Proposing to the Board of Directors plans regarding the organizational structure and internal management regulations of the



Corporation; b. Proposing the recruitment of other enterprise executives for the Corporation; c. Establishing plans for the Board of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and enterprise executives; d. Proposing plans for dividend payments or handling business losses; d. Other contents when deemed to be in the interest of the Corporation.

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

1. Reporting on the implementation of resolutions of the General Meeting of Shareholders/Board of Directors, and the business and investment plans of the Corporation approved by the General Meeting of Shareholders/Board of Directors.
2. Quarterly and annual reports evaluating the financial situation and business operation performance of the Corporation.
3. Reporting on improvements in organizational structure, policies, and management.
4. Annual reports on the implementation of obligations toward the environment, the community, and employees.
5. Reporting on the implementation of other contents authorized by the General Meeting of Shareholders/Board of Directors.
6. Performing reports on other matters as requested by the Board of Directors.

**Article 71. Reviewing the Implementation of Resolutions and Other Authorized Matters by the Board of Directors for the General Director** Based on the General Director's reports on the exercise of assigned duties and powers as prescribed in Article 70 of these Regulations, the Board of Directors shall conduct a review of the results of implementing resolutions and other matters authorized by the Board of Directors to the General Director.

**Article 72. Matters for which the General Director Must Report, Provide Information, and the Methods of Notification to the Board of Directors and the Supervisory Board**

1. **Matters the General Director must report, provide information, and the methods of notification to the Board of Directors:** a. The General Director must establish plans for the Board of Directors to approve matters related to the Corporation's relations with trade unions in accordance with standards, best practices, and management policies, as well as practices and policies prescribed in the Corporation's Charter, internal regulations, and current laws; b. The General Director is obligated to notify the Board of Directors of transactions between the Corporation, its subsidiaries, and other companies (if any) controlled by the Corporation with the General Director/Other Executives or their related persons as prescribed by law; c. Other contents requiring the Board of Directors' opinions must be submitted at least **07 (seven) working days** in advance, and the Board of Directors shall respond no later than **07 (seven) working days** from the date of receipt of the proposals or official dispatch from the General Director.
2. **Matters the General Director must report, provide information, and the methods of notification to the Supervisory Board:** a. The General Director is responsible for supporting and cooperating with the Supervisory Board to ensure that the Supervisory Board correctly performs its responsibilities and obligations in accordance with the law and the Corporation's Charter;



b. Reports submitted by the General Director to the Board of Directors or other documents issued by the Corporation must be sent to the members of the Supervisory Board at the same time and in the same manner as provided to the members of the Board of Directors; c. The Board of Directors, members of the Board of Directors, the General Director, and other enterprise executives must provide full, accurate, and timely information and documents regarding the management, operation, and business activities of the Corporation upon the request of a member of the Supervisory Board or the Supervisory Board as a whole.

**Article 73. Coordination of Control, Operation, and Supervision Activities among Members of the Board of Directors, the Supervisory Board, and the General Director according to their specific tasks.**

**1. Coordination between the Supervisory Board and the Board of Directors:** The Supervisory Board plays a role in supervision, coordination, and consultation, providing full, timely, and accurate information. Specifically: a. Regularly notifying the Board of Directors of operational results and consulting the Board of Directors before submitting reports, conclusions, and proposals to the General Meeting of Shareholders; b. During Supervisory Board meetings, the Board has the right to request members of the Board of Directors (along with the General Director, internal audit members (if any), and independent auditors) to attend and address concerns raised by the Supervisory Board members; c. Periodic and extraordinary inspections by the Supervisory Board must result in written conclusions (no later than 15 (fifteen) days after completion) sent to the Board of Directors to assist in management. Depending on the extent and results, the Supervisory Board shall discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board may reserve its opinions in the minutes, and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders; d. If the Supervisory Board detects violations of the law or the Charter by Board members, it must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and provide remedial measures; e. Supervisory Board members are obligated to notify the Board of Directors of transactions between the Corporation, its subsidiaries, or other companies controlled by the Corporation (holding over 50% of charter capital) and that member or their related persons; f. Regarding proposals related to the Corporation's operation and finances, the Supervisory Board must send the documents at least 15 (fifteen) days prior to the expected feedback date; g. Proposals to the Board of Directors must be sent at least 07 (seven) days in advance, and the Board of Directors shall respond within 07 (seven) days.

**2. Coordination between the Supervisory Board and the General Director:** The Supervisory Board performs audit and supervision functions: a. During meetings, the Supervisory Board may request the General Director (along with Board members, internal auditors, and independent auditors) to attend and answer concerns; b. Written conclusions of inspections must be sent to the General Director within 15 (fifteen) days of completion. Consensus should be sought with the General Director before reporting to the General Meeting of Shareholders; c. Violations by the General Director must be notified in writing by the Supervisory Board within 48 (forty-eight) hours, requiring cessation and remediation; d. Supervisory Board members have the right to request the General Director to facilitate access to files and documents at the Head Office or storage locations; e. Requests for information/documents must be sent to the Corporation at least 48 (forty-eight) working hours prior to the expected feedback time. The Supervisory Board must not use or disclose non-public information for related transactions; f. Proposals for improving organizational structure or



management must be sent to the General Director at least 07 (seven) days prior to the expected feedback date.

**3. Coordination between the General Director and the Board of Directors:** The General Director manages operations to ensure continuity and efficiency. a. The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for assigned duties and must report upon request; b. Proposals to enhance operations must be sent to the Board of Directors as soon as possible, but no less than 07 (seven) days before a decision is required; c. The General Director establishes plans for Board approval regarding trade union relations in accordance with best practices, the Charter, and law; d. The General Director must notify the Board of Directors of transactions between the Corporation/subsidiaries and themselves or their related persons; e. Other matters requiring opinions under Clause 2, Article 69 must be received by the Board of Directors at least 07 (seven) days prior to the expected feedback date.

## **Section 2: Regulations on Annual Evaluation, Rewards, and Discipline for Members of the Board of Directors, the Supervisory Board, the General Director, and Other Enterprise Executives**

### **Article 74. Regulations on Evaluating the Performance of Members of the Board of Directors, the Supervisory Board, the General Director, and Other Executives**

1. The Board of Directors is responsible for establishing performance evaluation standards for all Board members, the General Director, and other managers.
2. Evaluation standards must balance the interests of executives with the long-term interests of the Corporation and its shareholders. Financial and non-financial indicators (e.g., stakeholder interests, operational efficiency, improvements, etc.) shall be carefully considered and decided by the Board of Directors at each period







3. Annually, based on the assigned functions and duties as well as established evaluation standards and achieved results, the Board of Directors shall conduct the performance evaluation of its members.
4. The performance evaluation of the Supervisory Board members shall be conducted in accordance with the methods mentioned in the organizational and operational structure of the Supervisory Board.
5. The performance evaluation of other executives shall be carried out according to internal regulations or may be based on the self-assessment reports of such executives.

#### **Article 75. Rewards**

1. **Applicable subjects:** The General Director and individuals subject to the reward scheme as prescribed by the Board of Directors.
2. The reward scheme for members of the Board of Directors and the Supervisory Board shall be decided by the General Meeting of Shareholders.
3. **For other enterprise executives:** The reward funds shall be extracted from the Corporation's Reward and Welfare Fund and other legal sources. The reward levels shall be based on actual annual business results; the General Director shall propose such levels for the Board of Directors' approval, or for the General Meeting of Shareholders' approval if it exceeds the Board's authority.

#### **Article 76. Discipline**

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violation. The highest disciplinary measures shall include dismissal and removal from office.
2. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives who fail to perform their duties with honesty, diligence, and prudence shall be personally liable for the damages they cause.
3. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives who violate legal regulations or the Corporation's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Corporation's Charter. In cases where damage is caused to the interests of the Corporation, shareholders, or others, they must provide compensation as prescribed by law.

**Article 77. Effect of Implementation** The Internal Regulations on Corporate Governance of Petrovietnam Construction Joint Stock Corporation consist of 06 (six) Chapters and 77 (seventy-seven) Articles, taking effect from .../.../2026.

**FOR BOARD OF DIRECTORS  
CHAIRMAN**

Nghiem Quang Huy







**DRAF**

## **OPERATIONAL REGULATIONS OF THE BOARD OF DIRECTORS OF PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION**

*Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its relevant amending and supplementing documents;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its relevant amending and supplementing documents;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities and its relevant amending and supplementing documents;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP;*

*Pursuant to the Charter of Petrovietnam Construction Joint Stock Corporation approved by the General Meeting of Shareholders;*

*Pursuant to the Annual General Meeting of Shareholders' Resolution No. ..../NQ-DHDCĐ-XLDK dated ...../...../2026;*

The Board of Directors (BOD) hereby issues the Operational Regulations of the Board of Directors of Petrovietnam Construction Joint Stock Corporation (**PETROCONS/the Corporation**) as follows:

### **Chapter I: GENERAL PROVISIONS**

#### **Article 1. Scope and Subjects of Application**

1. **Scope:** These Regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members to ensure compliance with the Law on Enterprises, the Charter, and other relevant legal provisions.
2. **Subjects:** These Regulations apply to the Board of Directors and its members.

#### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors works on a collective principle. Board members shall be personally liable for their assigned tasks and collectively liable to the General Meeting of Shareholders and the law for Board resolutions and decisions concerning the Corporation's development.

2. The Board of Directors delegates the responsibility to the General Director to organize and manage the implementation of Board resolutions and decisions.

## **Chapter II: MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and Obligations of Board Members**

1. Board members have full rights under the Law on Securities, relevant laws, and the Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Corporation and its units.
2. Board members have the following obligations: a) To perform their duties honestly and prudently in the best interests of the shareholders and the Corporation; b) To attend all Board meetings and provide opinions on matters discussed; c) To promptly and fully report to the Board any remuneration received from subsidiaries, affiliates, or other organizations; d) To report at the nearest meeting any transactions between the Corporation/subsidiaries (holding 50% or more charter capital) and the Board member or their related persons; or transactions with companies where the member was a founding member or manager within the 03 (three) preceding years; d) To perform information disclosure when trading the Corporation's shares as prescribed by law.
3. Independent members must prepare an assessment report on the Board's performance.

### **Article 4. Right to be Provided with Information**

1. Board members have the right to request the General Director, Deputy General Directors, Heads/Directors of Departments, Branch Directors, and Capital Representatives in other enterprises to provide information and documents on the Corporation's status.
2. Requested persons must provide prompt, full, and accurate information as requested. The sequence and procedures shall follow the Corporation's Charter.

### **Article 5. Term and Number of Board Members**

1. The Board of Directors consists of 05 (five) members.
2. The term of office shall not exceed 05 years, and members may be re-elected for an unlimited number of terms. Independent members shall not serve more than 02 (two) consecutive terms.
3. If all members' terms end simultaneously, they shall continue until new members are elected and take over, unless otherwise provided by the Charter.
4. There must be at least 01 (one) non-executive member and exactly 01 (one) independent member.

### **Article 6. Standards and Conditions for Board Members**

1. **General Members:** Must not be prohibited under Clause 2, Article 17 of the Law on Enterprises; must have professional qualifications and business management experience; may concurrently serve on the Board of a maximum of 05 other companies; and must not be a family member of the General Director or other managers.



2. **Independent Members:** Must not currently work for, or have worked for the Corporation/subsidiaries in the 03 preceding years; must not receive salary/remuneration (except for Board allowances); must not have immediate family members who are major shareholders or managers; must not directly/indirectly own 01% or more of voting shares; and must not have served as a Board/Supervisory Board member in the 05 preceding years (unless re-appointed for 2 consecutive terms).
3. Independent members must notify the Board if they no longer meet these standards. Replacement must occur within 06 months of notification.

#### **Article 7. Chairperson of the Board of Directors**

1. The Chairperson is elected, removed, or dismissed by the Board from among its members.
2. The Chairperson shall not concurrently hold the position of General Director.
3. The Chairperson's duties include establishing the Board's agenda; convening and presiding over Board and Shareholder meetings; supervising the implementation of resolutions.
4. Replacement of the Chairperson must occur within 10 (ten) days of resignation or dismissal. In their absence, a written authorization to another member is required.
5. The Board may appoint a Corporation Secretary to support meeting organization, minutes recording, and shareholder relations.

#### **Article 8. Removal, Dismissal, Replacement, and Addition of Members**

1. **Removal (Miễn nhiệm):** Occurs if standards are no longer met, upon accepted resignation, or other cases in the Charter.
2. **Dismissal (Bãi nhiệm):** Occurs if the member fails to participate in Board activities for 06 consecutive months (except for force majeure).
3. Additional members must be elected if the Board size is reduced by more than 1/3, if independent members are insufficient, or if the number falls below the legal minimum (within 30-60 days depending on the case).

#### **Article 9. Methods of Election, Removal, and Dismissal**

1. Shareholders or groups of shareholders holding from 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors (BOD). The nomination of candidates to the BOD shall be carried out as follows:

a) Shareholders forming a group to nominate candidates to the BOD must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b) Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 10% to under 20% of the voting shares may nominate 01 (one) member; from 20% to under 30% may nominate 02 (two) members; from 30% to under 40% may nominate 03 (three) members; from 40% to under 50% may nominate 04 (four) members; and from 50% or more may nominate the full number of members;

c) Based on the number of members of the Board of Directors, shareholders or groups of shareholders are entitled to nominate one or more persons in accordance with Point b, Clause



1 of this Article as candidates for the BOD. In the event that the number of candidates nominated by shareholders or groups of shareholders is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors (BOD), including those nominated and self-nominated, is still insufficient as required under the Company's Charter, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on operation of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly disclosed before the General Meeting of Shareholders conducts the voting for election of BOD members in accordance with the law.

3. The voting for election of BOD members shall be conducted by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of BOD members to be elected. A shareholder has the right to allocate all or part of their total votes to one or several candidates. Elected BOD members shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is filled. In case two (02) or more candidates receive an equal number of votes for the last position on the BOD, a re-vote shall be conducted among those candidates or selection shall be made in accordance with the election regulations or the Company's Charter.

4. The election, dismissal, and removal of BOD members shall be decided by the General Meeting of Shareholders on the basis of voting.

#### **Article 10. Notification on Election, Dismissal, and Removal of Members of the Board of Directors**

1. Once candidates for the BOD have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates must provide a written commitment on the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as BOD members.

Information relating to BOD candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including positions on boards of other companies);
- d) Related interests with the Company and its related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company must disclose information on companies where the candidate holds positions as a member of the Board of Directors, other managerial roles, and any related interests with the Company (if any).

2. Notification of the results of election, dismissal, or removal of BOD members shall be made in accordance with regulations on information disclosure.



## **Chapter III: THE BOARD OF DIRECTORS**

### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors (BOD) is the management body of the Corporation, possessing full authority to act in the name of the Corporation to decide on and exercise the Corporation's rights and obligations, except for those within the authority of the General Meeting of Shareholders (GMS).
2. The rights and obligations of the Board of Directors are prescribed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties: a) To decide on the strategy, medium-term development plans, and annual business plans of the Corporation; b) To propose the classes of shares and the total number of authorized shares of each class to be offered; c) To decide on the sale of unissued shares within the authorized share limit of each class; to decide on raising additional capital in other forms; d) To decide on the selling prices of the Corporation's shares and bonds; e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises; f) To decide on investment plans and projects within its authority and limits as prescribed by law; g) To decide on market development, marketing, and technology solutions; h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in the Corporation's most recent financial statements (except for transactions under the GMS's authority); i) To elect, remove, or dismiss the Chairperson of the BOD; to appoint, remove, sign, or terminate contracts with the General Director and other key managers; to decide on their salaries, remuneration, bonuses, and other benefits; to appoint authorized representatives to participate in the Boards of other enterprises; j) To supervise and direct the General Director and other managers in the day-to-day business operations; k) To decide on the organizational structure and internal management regulations; to decide on the establishment of subsidiaries, branches, and representative offices, and the acquisition of shares in other enterprises; l) To approve the agenda and documents for GMS meetings; to convene the GMS or solicit written opinions; m) To submit audited annual financial statements to the GMS; n) To propose dividend rates; to decide on the timing and procedures for dividend payments or the handling of business losses; o) To propose the reorganization, dissolution, or bankruptcy of the Corporation; p) To issue the Operational Regulations of the BOD and the Internal Regulations on Corporate Governance after approval by the GMS; to issue the Information Disclosure Regulations; q) Other rights and obligations as prescribed by law and the Charter.
3. The Board of Directors shall pass resolutions and decisions by voting at meetings, soliciting written opinions, or other forms prescribed by the Charter. Each member has one vote.
4. If a Board resolution/decision violates the law, GMS resolutions, or the Charter and causes damage to the Corporation, the members who voted in favor shall be jointly and personally liable and must compensate the Corporation. Members who opposed such resolutions/decisions shall be exempt from liability.

### **Article 12. Duties and Powers of the BOD in Approving and Signing Transaction Contracts**

1. The Board of Directors shall approve contracts and transactions valued at less than 35% of the total asset value (or transactions resulting in an aggregate value of less than 35% within 12 months) between the Corporation and:
  - o Board members, Supervisory Board members, the General Director, other managers, and their related persons;



- o Shareholders or authorized representatives of shareholders owning more than 10% of total ordinary shares and their related persons;
  - o Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Corporation signing the contract/transaction must notify the Board members and Supervisory Board members of the related parties and attach the draft contract. The BOD shall decide on approval within 15 days; interested members shall have no voting rights.

#### **Article 13. Responsibilities of the BOD in Convening Extraordinary General Meetings of Shareholders**

1. The BOD must convene an extraordinary GMS if:
  - o It is deemed necessary for the Corporation's interests;
  - o The remaining number of Board or Supervisory Board members is less than the legal minimum;
  - o The number of Board members decreases by more than 1/3 or the number of independent members falls below the required ratio;
  - o Requested by a shareholder or group of shareholders (under Clause 2, Article 115 of the Law on Enterprises);
  - o Requested by the Supervisory Board;
  - o Other cases as prescribed by law and the Charter.
2. The BOD must convene the meeting within 30 days of the occurrence of the events mentioned above.
3. The convenor must: prepare the shareholder list; handle complaints; set the agenda; prepare documents and draft resolutions; determine the time/location; and send invitations to shareholders.

#### **Article 14. Subcommittees under the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. Each subcommittee shall have at least 03 (three) members. Independent or non-executive members should represent the majority, and one of them shall be appointed as the Head of the Subcommittee.
2. The implementation of decisions by the Board or its subcommittees must comply with current laws, the Charter, and the Internal Regulations on Corporate Governance.

### **Chapter IV: MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Board Meetings**

1. The Chairperson of the Board of Directors (BOD) shall be elected in the first meeting of the BOD within 07 (seven) working days from the end of the BOD election. This meeting shall be convened and presided over by the member who received the highest number or ratio of votes. If multiple members share the same highest results, they shall elect one person by majority rule to convene the meeting.
2. The BOD must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairperson shall convene a meeting upon the request of:
  - o The Supervisory Board or an Independent Board Member;
  - o The General Director or at least 05 (five) other managers;
  - o At least 02 (two) Board members.



4. Requests must be in writing, clearly stating the objectives and matters requiring discussion and decision within the BOD's authority.
5. The Chairperson must convene the meeting within 07 (seven) working days upon receiving the request. Failure to do so makes the Chairperson liable for damages to the Corporation; the requester then has the right to convene the meeting in place of the Chairperson.
6. Notices of meetings must be sent at least 03 (three) working days in advance (except for extraordinary meetings), including the agenda, documents, and voting ballots.
7. The Supervisory Board shall receive notices and documents and has the right to attend and discuss but not to vote.
8. A meeting is valid if 3/4 (three-quarters) or more of the members are present. If insufficient, a second meeting shall be convened within 07 (seven) days, which requires more than half of the members to be present.
9. Members are considered present if they: attend in person; authorize another person (approved by the majority); attend via teleconference/electronic voting; or send ballots via mail, fax, or email.
10. Mail ballots must be in sealed envelopes and delivered at least 01 (one) hour before opening.
11. Resolutions are passed by a majority of attending members; in the event of a tie, the final decision belongs to the side with the Chairperson's opinion.
12. Members have the right to reserve their opinions in the Minutes or voting ballots.

#### **Article 16. Minutes of Board Meetings**

1. Meetings must be recorded in minutes, and may be audio-recorded or stored electronically. Minutes must be in Vietnamese (and potentially a foreign language), including: attendee names, discussion summaries, and voting results.
2. If the chairperson or secretary refuses to sign, the minutes remain valid if signed by all other attending members. Signatories are jointly liable for the accuracy of the minutes.
3. Minutes and materials must be stored at the Corporation's head office.

**Article 17. Soliciting Written Opinions from the BOD** a. For matters not requiring a formal meeting, the Chairperson may solicit written opinions. Members must respond within 05 (five) working days. No response is considered a non-vote. b. Written resolutions have the same legal effect as those passed at a meeting.

#### **Article 18. Resolutions, Decisions, and Official Dispatches of the BOD**

- **Resolutions:** Issued for general policies and strategic orientations.
- **Decisions:** Issued for direct executive matters within the BOD's authority.
- The Chairperson signs on behalf of the BOD. If absent, an authorized member may sign.

#### **Article 19. Implementation of BOD Resolutions and Decisions**

1. Within 03 (three) days of a meeting or the written opinion deadline, the Secretary must draft documents for the Chairperson's signature.
2. Resolutions are sent to each Board member and the Corporation's leadership.

### **Chapter V: REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 20. Submission of Annual Reports**

1. At the end of the fiscal year, the BOD must submit to the General Meeting of Shareholders:
  - o Business performance report;
  - o Financial statements;
  - o Management and executive assessment report;
  - o Verification report of the Supervisory Board.
2. Reports must be sent to the Supervisory Board for verification at least 30 (thirty) days before the Annual General Meeting.
3. Shareholders owning shares for at least 01 (one) year have the right to review these reports (with a lawyer or accountant) at the head office.

**Article 21. Remuneration, Bonuses, and Other Benefits** To be implemented in accordance with Article 26 of the Corporation's Charter.

#### **Article 22. Disclosure of Related Interests**

1. Board members must disclose their related interests, including:
  - o Names and details of enterprises where they hold capital/shares, including ownership ratios.
  - o Names and details of enterprises where their related persons hold 10% or more of the charter capital.



2. The declaration specified in Clause 1 of this Article must be made within 07 (seven) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 (seven) working days from the date of such amendments or supplements.

3. A member of the Board of Directors (BOD), acting in their own name or on behalf of another person to carry out any work within the Company's business scope, must fully disclose the nature and content of such work to the BOD and may only proceed upon approval by a majority of the remaining BOD members. If such activity is conducted without disclosure or without the approval of the BOD, all income derived from such activity shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 23. Relationship among Members of the Board of Directors**

1. The relationship among BOD members is one of coordination; members are responsible for informing one another of relevant matters during the performance of their assigned duties.

2. When handling assigned tasks, the member primarily responsible must proactively coordinate with other members where issues fall within their respective areas. In case of differing opinions among BOD members, the responsible member shall report to the Chairman of the BOD for consideration and decision within his/her authority or for convening a meeting or collecting opinions from BOD members in accordance with applicable laws, the Company's Charter, and these Regulations.

3. In the event of reassignment among BOD members, they must hand over tasks, files, and related documents. Such handover must be made in writing and reported to the Chairman of the BOD.

#### **Article 24. Relationship with the Executive Board**

1. The BOD, with its governance role, issues Resolutions and Decisions for implementation by the General Director and the executive apparatus, and simultaneously inspects and supervises the implementation thereof.

2. The BOD shall not directly interfere in the executive management of the General Director of the Company. However, the BOD may attend monthly executive briefings, meetings for appraisal of investment projects, cooperation proposals, etc., chaired by the General Director before submission to the BOD for review and approval.

3. Annually, where necessary, the BOD shall plan working sessions with units within the Company to inspect and supervise the implementation of business plans and the execution of Resolutions and Decisions of the BOD, in order to promptly address related issues within its authority.



4. The Board of Directors (BOD) may utilize the functional departments and/or specialists of the Company to assist the BOD in reviewing and providing advisory opinions on relevant matters.
5. The principles of coordination between the BOD and the General Director shall be implemented in accordance with the Internal Corporate Governance Regulations and the Coordination Regulations issued by the BOD on the basis of mutual agreement between the BOD and the General Director.
6. All incoming correspondence and transaction documents addressed to the BOD, after being recorded in the logbook, must be forwarded to the Chairman of the BOD or an authorized person for handling. Correspondence and transaction documents from shareholders or superior authorities sent to the Company that fall within the authority of the BOD must be copied and sent to the Chairman of the BOD or an authorized person for coordinated handling.
7. The BOD shall use the Company's seal to issue documents for leadership and management activities within the Company and/or for transactions with external organizations/individuals.
8. The Company's administrative office (secretariat) is responsible for organizing and managing files, documents, and incoming/outgoing correspondence of the BOD in accordance with the Company's current document management regulations.
9. All correspondence and transaction documents issued or sent by the BOD must be registered under a BOD code number, and archived copies must be managed separately.

#### **Article 25. Relationship with the Supervisory Board**

1. The relationship between the BOD and the Supervisory Board is one of coordination. Their working relationship is based on principles of equality and independence, while maintaining close cooperation and mutual support in the performance of their duties.
2. Upon receiving inspection minutes or summary reports from the Supervisory Board, the BOD is responsible for reviewing them and directing relevant departments to develop plans and promptly implement corrective measures.
3. The BOD respects the Supervisory Board's authority to examine the legality and reasonableness of management activities of the Company, and facilitates the Supervisory Board in inspecting business operations, accounting records, and financial statements of the Company.
4. The Supervisory Board shall appraise the Company's annual financial statements and take responsibility for such appraisal, and shall periodically notify the BOD of its inspection plans as well as the results of supervision over management, operations, accounting records, and preparation of financial statements.

#### **Article 26. Working Relationship with the Trade Union and Youth Union**

1. The BOD shall coordinate with and create favorable conditions for the Company's Trade Union and Youth Union to effectively perform their functions within the Company.
2. The BOD authorizes the General Director to sign collective labor agreements with the Executive Committee of the Company's Trade Union and establishes mechanisms for the Trade Union Executive Committee to participate in supervising the proper use of welfare and reward funds derived from the Company's annual profits.

#### **Article 27. Relationship with Shareholders**

1. The BOD shall ensure regular relations with shareholders by publishing periodic financial reports in accordance with the Company's Charter and by regularly providing information on the Company's business operations.
2. The BOD is responsible for ensuring transparency in all aspects of the Company's management and operations, as well as fulfilling all obligations toward shareholders in accordance with the Company's Charter.
3. The BOD is responsible for directing the timely and transparent handling of shareholders' recommendations and complaints (if any).



**Chapter VII**  
**IMPLEMENTATION PROVISIONS**

**Article 28. Effectiveness**

The Operation Regulation of the Board of Directors of PetroVietnam Construction Joint Stock Corporation consists of 07 (seven) Chapters and 28 (twenty-eight) Articles and shall take effect from    /    /2026.

**FOR THE BOARD OF DIRECTORS**  
**CHAIRMAN**

**Nghiem Quang Huy**





## PROPOSAL

**Subject: Amendments to the Regulations on Operations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation**

To: The General Meeting of Shareholders of PetroVietnam Construction Joint Stock Corporation

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 amending and supplementing a number of articles of 9 Laws, including the Law on Enterprises; and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;*

- *The Law on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities and other Laws;*

- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;*

- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;*

- *The Charter on organization and operation of PetroVietnam Construction Joint Stock Corporation as approved by the Annual General Meeting of Shareholders;*

In order to ensure that the Operating Regulations of the Supervisory Board of the Corporation are consistent with the prevailing laws and the Charter on organization and operation of the Corporation as amended and approved by the 2026 Annual General Meeting of Shareholders, the Supervisory Board of PetroVietnam Construction Joint Stock Corporation (PETROCONS/the Corporation) respectfully submits to the General Meeting of Shareholders for approval the amendment to the Operating Regulations of the Supervisory Board as follows:

The amended contents are presented in the document titled “Summary of Key Amendments to the Operating Regulations of the Supervisory Board” attached to this Submission.

The Operating Regulations of the Supervisory Board consist of 7 Chapters and 22 Articles, ensuring full compliance with applicable laws and alignment with the actual conditions of the Corporation.

*(Attached: Draft Operating Regulations of the Supervisory Board of the Corporation)*

Upon approval by the General Meeting of Shareholders, the Supervisory Board of the Corporation shall be authorized to sign and promulgate the Regulations in accordance with applicable regulations for implementation.

Respectfully submitted to the General Meeting of Shareholders of PETROCONS for consideration and approval.

Sincerely./.

***Recipients:***

- As above;
- Board of Directors of Petrocons
- Archived in DC, Supervisory Board, PC

**FOR SUPERVISORY BOARD HEAD**

**Hua Xuan Nam**





**SUMMARY TABLE OF KEY AMENDMENTS TO THE OPERATING REGULATIONS OF THE  
SUPERVISORY BOARD OF PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION**



Existing regulations	Existing content	New content	New regulations	Note
<b>OPERATING REGULATIONS OF THE SUPERVISORY BOARD</b>				
Bases	<p>Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</p> <p>Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;</p> <p>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance...;</p> <p>Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation approved by the General Meeting of Shareholders on June 30, 2021;</p> <p>Pursuant to Resolution of the General Meeting of Shareholders No. 148/NQ-DHDCD-XLDK dated June 30, 2021.</p>	<p>Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its relevant amending and supplementing documents;</p> <p>Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its relevant amending and supplementing documents;</p> <p>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its relevant amending and supplementing documents;</p> <p>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance...;</p> <p>Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation approved by the General Meeting of Shareholders;</p> <p>Pursuant to Resolution of the General Meeting of Shareholders No. ....../NQ-DHDCD-XLDK dated ...../2021.</p>	Bases	<p>Amend and supplement the bolded contents.</p> <p><i>Reason:</i> To reference all current amending and supplementing documents and to ensure consistency with the Charter as updated, amended, and approved by the General Meeting of Shareholders.</p>
Article 22. Implementation effectiveness	The Operating Regulations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation consist of 07 (seven) Chapters and 22 (twenty-two) Articles, and shall take effect from July 5, 2021	The Operating Regulations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation consist of 07 (seven) Chapters and 22 (twenty-two) Articles, and shall take effect from ...../2026..	Article 22. Implementation effectiveness	Amend the effective date

**DRAFT**

## **OPERATING REGULATIONS OF THE SUPERVISORY BOARD OF PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its relevant amending and supplementing documents;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its relevant amending and supplementing documents;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities and its relevant amending and supplementing documents;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation as approved by the General Meeting of Shareholders;*

*Pursuant to Resolution of the General Meeting of Shareholders No. .... /NQ-DHDCD-XLDC dated ..... / ..... /2026;*

The Supervisory Board hereby promulgates the Operating Regulations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation with the following contents:

### **Chapter I**

#### **GENERAL PROVISIONS**

##### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: These Operating Regulations of the Supervisory Board prescribe the organizational structure, personnel, standards, conditions, rights, and obligations of the Supervisory Board and its Members in accordance with the Law on Enterprises, the Corporation's Charter, and other relevant regulations.
2. Subjects of Application: These Operating Regulations apply to the Supervisory Board and all Members of the Supervisory Board.



**Article 2. Operating Principles of the Supervisory Board** The Supervisory Board works on the principle of collectivism. Members of the Supervisory Board are personally responsible for their assigned tasks and are jointly responsible to the General Meeting of Shareholders and before the law for the activities and decisions of the Supervisory Board.

## **Chapter II**

### **MEMBERS OF THE SUPERVISORY BOARD**

#### **Article 3. Rights, Obligations, and Responsibilities of Supervisory Board Members**

1. To strictly comply with the law, the Corporation's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations.
2. To exercise assigned rights and perform assigned obligations honestly, prudently, and to the best of their ability to ensure the maximum legitimate interests of the Corporation.
3. To be loyal to the interests of the Corporation and shareholders; not to abuse their position or title, or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as prescribed by the Law on Enterprises and the Corporation's Charter.
5. In case of violation of provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Corporation or others, the Supervisory Board Member must be personally or jointly liable for compensation. Any income or other benefits obtained by a Member through such violations must be returned to the Corporation.
6. Upon discovering a Member violating their assigned rights or obligations, a written notice must be sent to the Supervisory Board, requesting the violator to cease the violation and remedy any consequences.

#### **Article 4. Term of Office and Number of Supervisory Board Members**

1. The Supervisory Board consists of 03 (three) members. The term of office for a Member shall not exceed 05 (five) years, and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board are not required to be shareholders of the Corporation.
3. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.
4. If the terms of all Members end at the same time and new Members have not yet been elected, the existing Members shall continue to exercise their rights and perform their obligations until new Members are elected and take office.

#### **Article 5. Standards and Conditions for Members of the Supervisory Board**

1. A Member of the Supervisory Board must satisfy the following standards and conditions: a. Not fall within the categories of subjects as prescribed in Clause 2, Article 17 of the Law on Enterprises; b. Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the Corporation; c. Not be a family relative of any member of the



Board of Directors, the General Director, or other managers; d. Not be a manager of the Corporation; not necessarily be a shareholder or an employee of the Corporation; dd. Not work in the accounting or finance department of the Corporation; e. Not be a member or employee of the accredited auditing organization that has audited the Corporation's financial statements for the 03 (three) preceding years; f. Not be a family relative of the business managers of the Corporation or its parent company; not be a representative of the enterprise's capital contribution or a representative of the State capital contribution at the parent company and the Corporation; g. Other standards and conditions as prescribed by other relevant laws.

#### **Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its Members; the election, dismissal, or removal shall be conducted on the principle of majority vote.
3. The rights and obligations of the Head of the Supervisory Board are prescribed by the Corporation's Charter.

#### **Article 7. Nomination and Candidacy for Members of the Supervisory Board**

1. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board is conducted as follows:
  - a. Ordinary shareholders forming a group to nominate candidates to the Supervisory Board must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders. The nomination of candidates for the Supervisory Board shall be carried out in accordance with Clause 2, Article 34 of the Corporation's Charter.
  - b. Based on the number of Supervisory Board Members, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or several individuals as candidates for the Supervisory Board according to the decision of the General Meeting of Shareholders. In cases where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board shall nominate additional candidates or organize the nomination in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Supervisory Board as prescribed by law.

#### **Article 8. Method of Election, Dismissal, and Removal of Supervisory Board Members**



1. The election, dismissal, and removal of Members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.
2. The voting to elect Members of the Supervisory Board must be conducted by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board. Shareholders have the right to cast all or part of their total votes for one or several candidates. Elected members are determined by the number of votes from highest to lowest, starting from the candidate with the highest votes until the required number of members specified in the Corporation's Charter is reached. In case two (02) or more candidates receive an equal number of votes for the last member position, a re-election shall be held among those candidates, or a selection will be made based on the criteria specified in the election regulations or the Corporation's Charter.

#### **Article 9. Cases of Dismissal and Removal of Supervisory Board Members**

1. The General Meeting of Shareholders shall dismiss a Member of the Supervisory Board in the following cases: No longer satisfying the standards and conditions to be a Member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
  - a. Submission of a resignation letter which is subsequently approved;
  - b. Other cases as prescribed by the Corporation's Charter.
2. The General Meeting of Shareholders shall remove a Member of the Supervisory Board in the following cases:
  - a. Failure to fulfill assigned tasks and duties;
  - b. Failure to exercise their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;
  - c. Repeated or serious violations of the obligations of a Supervisory Board Member as prescribed by the Law on Enterprises and the Corporation's Charter;
  - d. Other cases as resolved by the General Meeting of Shareholders.

#### **Article 10. Notification of Election, Dismissal, and Removal of Supervisory Board Members**

1. Once candidates for the Supervisory Board have been identified, the Corporation must disclose information related to the candidates at least 10 (ten) days before the opening of the General Meeting of Shareholders on the Corporation's website so that shareholders can research these candidates before voting. Candidates must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and in the best interests of the Corporation if elected. The disclosed information related to candidates includes:



- a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Working history;
  - d. Other management positions held;
  - e. Interests related to the Corporation and its related parties;
  - f. Other information (if any) as prescribed by the Corporation's Charter.
  - g. The Corporation shall be responsible for disclosing information regarding other companies in which the candidates currently hold management positions, as well as any interests of the Supervisory Board candidates related to the Corporation (if any).
2. The notification of results regarding the election, dismissal, and removal of Supervisory Board Members shall be carried out in accordance with the guiding regulations on information disclosure.

### **Chapter III**

#### **THE SUPERVISORY BOARD**

##### **Article 11. Rights, Obligations, and Responsibilities of the Supervisory Board**

1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Corporation.
2. To inspect the reasonableness, legality, truthfulness, and degree of prudence in the management and operation of business activities; as well as the systematicity, consistency, and appropriateness of accounting, statistics, and financial reporting efforts.
3. To appraise the completeness, legality, and truthfulness of the annual and semi-annual business performance reports and financial statements of the Corporation, as well as the management assessment reports of the Board of Directors; and to submit such appraisal reports to the Annual General Meeting of Shareholders. To review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations regarding contracts and transactions requiring such approval.
4. To review, inspect, and evaluate the validity and effectiveness of the internal control system, internal audit, risk management, and early warning systems of the Corporation.
5. To examine accounting books, accounting records, and other documents of the Corporation, as well as the management and operation of the Corporation's activities when deemed necessary, or according to a resolution of the General Meeting of Shareholders, or upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
6. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the completion of the inspection, the Supervisory Board



must report on the requested matters to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board under this Clause must not obstruct the normal activities of the Board of Directors or cause disruption to the business operations of the Corporation.

7. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, supervision, and operation of the Corporation's business.
8. Upon detecting any member of the Board of Directors or the General Director violating the provisions of Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, requesting the violator to cease the violation and provide solutions to remedy the consequences.
9. To attend and participate in discussions at the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Corporation.
10. To utilize independent consultants and the Corporation's internal audit department to perform assigned tasks.
11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
12. To inspect specific issues related to the management and operation of the Corporation's activities at the request of shareholders.
13. To request the Board of Directors to convene an Extraordinary General Meeting of Shareholders.
14. To replace the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises.
15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. To review, extract, and copy part or all of the disclosed List of Related Parties and Related Interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. To propose and recommend to the General Meeting of Shareholders for approval the list of accredited auditing organizations to audit the Corporation's financial statements; and accredited auditing organizations to inspect the Corporation's activities when deemed necessary.
18. To be responsible to the shareholders for its supervisory activities.
19. To supervise the financial status of the Corporation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.
20. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
21. Upon detecting any violation of the law or the Corporation's Charter by members of the Board of Directors, the General Director, or other business executives, the Supervisory Board must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
22. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
23. To witness the Board of Directors organizing the vote counting and preparing the vote counting minutes, if requested by the Board of Directors, in cases where written opinions from shareholders are collected to adopt a resolution of the General Meeting of Shareholders.



24. The Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson for the meeting in the event that the Chairman is absent or temporarily unable to work, and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the individual with the highest number of votes shall chair the meeting.
25. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Corporation's Charter, and Resolutions of the General Meeting of Shareholders.

#### **Article 12. Rights of the Supervisory Board to be Provided with Information**

1. Documents and information must be sent to the Members of the Supervisory Board at the same time and via the same methods as provided to the members of the Board of Directors, including: a. Meeting invitations, opinion solicitation forms for Board of Directors members, and accompanying documents; b. Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors; c. Reports from the General Director submitted to the Board of Directors or other documents issued by the Corporation.
2. Members of the Supervisory Board have the right to access the Corporation's records and documents kept at the head office, branches, and other locations; they have the right to access the workplaces of the Corporation's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, operation, and business activities of the Corporation upon the request of a Supervisory Board Member or the Supervisory Board.

#### **Article 13. Responsibilities of the Supervisory Board in Convening Extraordinary General Meetings of Shareholders**

1. The Supervisory Board shall be responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the meeting in the following cases:
  - a. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
  - b. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
  - c. When there is a request from the Supervisory Board to convene an extraordinary meeting, but the Board of Directors fails to do so.
2. If the Supervisory Board fails to convene the General Meeting of Shareholders as regulated, it shall compensate the Corporation for any resulting damages.
3. Costs for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Corporation.

### **Chapter IV**

#### **MEETINGS OF THE SUPERVISORY BOARD**

#### **Article 14. Meetings of the Supervisory Board**



1. The Supervisory Board must meet at least two (02) times per year. The quorum for a meeting shall be at least 2/3 (two-thirds) of the total number of Supervisory Board Members.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the accredited auditing organization to attend and clarify necessary matters.

**Article 15. Minutes of Supervisory Board Meetings** Minutes of Supervisory Board meetings must be prepared in a detailed and clear manner. The secretary and the attending Members of the Supervisory Board must sign the minutes. All meeting minutes of the Supervisory Board must be archived to determine the individual responsibility of each Member.

## **Chapter V REPORT AND DISCLOSURE OF INTERESTS**

### **Article 16. Submission of Annual Reports**

The reports of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the business results of the Corporation and the performance results of the Board of Directors and the General Director for approval by the Annual General Meeting of Shareholders.
2. Self-assessment report on the performance results of the Supervisory Board and its Members.
3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each individual Member.
4. Summary of Supervisory Board meetings, along with its conclusions and recommendations; results of the supervision regarding the Corporation's operations and financial status.
5. Assessment report on transactions between the Corporation, its subsidiaries, or other companies in which the Corporation controls 50% or more of the charter capital, and members of the Board of Directors, the General Director, and their related parties; transactions between the Corporation and companies in which a member of the Board of Directors was a founding member or a business manager within the last 03 (three) years prior to the transaction date.
6. Results of the supervision of the Board of Directors, the General Director, and other business executives.
7. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of accredited auditing organizations to audit the Corporation's financial statements and to inspect the Corporation's activities when deemed necessary.

**Article 17. Salaries and Other Benefits** Salaries, remuneration, bonuses, and other benefits of Supervisory Board Members shall be implemented in accordance with the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting



- of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board 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 included in the Corporation's business expenses in accordance with the law on corporate income tax and other relevant legal provisions, and must be recorded as a separate item in the Corporation's annual financial statements.

#### **Article 18. Disclosure of Related Interests**

1. Members of the Supervisory Board of the Corporation must disclose their related interests to the Corporation, including: a. Name, enterprise identification number, head office address, and business lines of enterprises in which they are owners or hold stakes/shares; the ownership percentage and the timing of becoming such owners or holders of stakes/shares; b. Name, enterprise identification number, head office address, and business lines of enterprises in which their related parties are owners, joint owners, or individual owners of stakes/shares exceeding 10% of the charter capital.
2. The disclosure as prescribed in Clause 1 of this Article must be performed within 07 (seven) working days from the date the related interest arises; any amendments or supplements must be notified to the Corporation within 07 (seven) working days from the date of such corresponding amendment or supplement.
3. Members of the Supervisory Board and their related parties are only permitted to use information obtained through their positions to serve the interests of the Corporation.
4. Members of the Supervisory Board have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation, its subsidiaries, or other companies in which the Corporation controls 50% or more of the charter capital, and the Supervisory Board Member or their related parties as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information regarding these resolutions in accordance with the securities laws on information disclosure.
5. Members of the Supervisory Board and their related parties must not use or disclose internal information to others for the purpose of carrying out related transactions.

#### **Chapter VI RELATIONSHIPS OF THE SUPERVISORY BOARD**

**Article 19. Relationship among Supervisory Board Members** The Members of the Supervisory Board maintain an independent relationship and are not subordinate to one another, yet they shall coordinate and collaborate in general affairs to ensure the effective fulfillment of the responsibilities, rights, and duties of the Supervisory Board as prescribed by law and the Corporation's Charter. The Head of the Supervisory Board coordinates the general work of the Supervisory Board but does not have the power to dominate other Members.

**Article 20. Relationship with the Executive Management** The Supervisory Board maintains an independent relationship with the Corporation's Executive Management, acting as the entity that performs the function of supervising the activities of the Executive Management.



**Article 21. Relationship with the Board of Directors** The Supervisory Board maintains an independent relationship with the Corporation's Board of Directors, acting as the entity that performs the function of supervising the activities of the Board of Directors.

**Chapter VII IMPLEMENTATION PROVISIONS**

**Article 22. Effectiveness** The Operating Regulations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation consist of 07 (seven) Chapters and 22 (twenty-two) Articles, and shall take effect from .../.../2026.

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE BOARD**

**Hua Xuan Nam**

## PROPOSAL

### Re: Election of Members of the Board of Directors and the Supervisory Board of PetroVietnam Construction Joint Stock Corporation for the 2026-2031 term

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Respectfully to: The 2026 Annual General Meeting of Shareholders of PetroVietnam Construction Joint Stock Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its relevant amending and supplementing documents;

Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its relevant amending and supplementing documents;

Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation (the Corporation/PETROCONS);

Pursuant to the Nomination/Candidacy Documents for the election of Members of the Board of Directors and the Supervisory Board of PetroVietnam Construction Joint Stock Corporation submitted by shareholders/groups of shareholders, and the Nomination and Candidacy Report by the Organizing Committee of the 2026 Annual General Meeting of Shareholders;

Currently, the Corporation has 03 (three) Members of the Board of Directors and 01 (one) Member of the Supervisory Board whose 2021-2026 terms have expired. In order to consolidate the personnel of the Board of Directors and the Supervisory Board in accordance with regulations, the Board of Directors of PetroVietnam Construction Joint Stock Corporation respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and election of Members of the Board of Directors and the Supervisory Board for the 2026-2031 term, specifically as follows:

**1. Member of the Board:**

- Numbers of the Board's members : 03 members
- Term : 5 years (2026-2031)

**2. Member of the Supervisory Board:**

- Numbers of the Supervisory Board's members : 01 member
- Term : 5 years (2026-2031)