

No. : 85/QĐ-XLKD

Hanoi, 29 May, 2026

**DECISION**

**On Amendment to the Charter on Organization and Operation of  
PetroVietnam Construction Joint Stock Corporation**

**THE BOARD OF DIRECTORS**

**PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION**

Pursuant to Resolution No. 84/NQ-XLKD-ĐHĐCĐ dated 28 May 2026 of the 2026 Annual General Meeting of Shareholders of PetroVietnam Construction Joint Stock Corporation (PETROCONS);

**DECISION**

**Article 1.** To amend certain provisions of and promulgate the “Charter on Organization and Operation of Vietnam Oil and Gas Construction Joint Stock Corporation” attached hereto.

**Article 2.** This Decision shall take effect from the date of signing. The General Director and Heads of Departments/Divisions of the Corporation shall be responsible for implementing this Decision.

**Recipients:**

- As Article 2;
- Board of Directors, Board of Supervisors;  
Executive Board (e-copy);
- Person in charge of Information Disclosure  
of the Corporation (e-copy)
- Archived: HĐQT, TCHC, VT.

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**FOR THE BOARD OF DIRECTORS  
CHAIRMAN**



*[Signature]*  
**Nghiem Quang Huy**

**PETROVIETNAM CONSTRUCTION JOINT STOCK  
CORPORATION**



**DRAFT CHARTER ON THE ORGANIZATION AND  
OPERATION OF PETROVIETNAM CONSTRUCTION JOINT  
STOCK CORPORATION**

**(Approved by the General Meeting of Shareholders under  
Resolution No. 84/NQ-XLDK-DHDCD dated 28/5/2026)**

**Hanoi, May 2026**

## PREAMBLE

The Charter on the Organization and Operation of PetroVietnam Construction Joint Stock Corporation is the legal basis that regulates and governs all activities of the Corporation under the Parent - Subsidiary model.

This Charter was approved by the General Meeting of Shareholders under Resolution No. 84/NQ-DHDCCD-XLDC dated 28 /5/2026.

## CHAPTER I.

### DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Definitions

1. In this Charter, the following terms shall be understood as follows:
  - **a. "Charter Capital"** means the total par value of shares sold by the Corporation as stipulated in Article 5 of this Charter.
  - **b. "Voting Capital"** means the share capital under which the owner has the right to vote on matters within the deciding authority of the General Meeting of Shareholders.
  - **e. "Corporation"** means PetroVietnam Construction Joint Stock Corporation - the Parent Company in a group of enterprises operating under the parent-subsidiary model...
  - **f. "Group of Corporation Enterprises"** means the combination of enterprises... including:
    - The Parent Company - PetroVietnam Construction Joint Stock Corporation;
    - Subsidiaries of PetroVietnam Construction Joint Stock Corporation;
    - Member companies of PetroVietnam Construction Joint Stock Corporation;
    - Affiliated companies of PetroVietnam Construction Joint Stock Corporation.
  - **j. "Dominant control"** means the right of PetroVietnam Construction Joint Stock Corporation over another enterprise, including at least one of the following:
    - Owning more than 50% of the charter capital or the total number of ordinary shares of that company;
    - Having the right to directly or indirectly decide on the appointment of the majority or all members of the Board of Directors, the Director, or the General Director of that company;
    - Having the right to decide on the amendment and supplement of the Charter of that company.
  - **m. "Executive of the enterprise"** means the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed by the Corporation's Charter.
  - **n. "Manager of the enterprise"** means the person managing 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.

## 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:** TỔNG CÔNG TY CỔ PHẦN XÂY LẮP DẦU KHÍ VIỆT NAM
- **English name:** PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION
- **Transaction name:** PV CONSTRUCTION J.S.C
- **English abbreviation:** PETROCONS
- **Logo:**



- **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;
- đ. 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.
3. 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.
4. To comply with the Charter and internal management regulations of the Corporation.
5. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. 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.

7. 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;
8. 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.
9. 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;
- e. Upon request of the Supervisory Board;

f. 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 đ, 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;

đ. 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:

- a. Deciding on strategies, medium-term development plans, and annual business plans;
  - b. Recommending the classes of shares and total authorized shares to be offered;
  - 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;
  - 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;
  - đ. 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);
- đ. 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.

4. 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, séverance 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 28/5/2026 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**