



PETROVIETNAM ENGINEERING
CONSULTANCY – JSC
SUPERVISORY BOARD

No.: 04/BKS-PVE

English translation

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, May 29, 2025

REPORT OF THE SUPERVISORY BOARD

Re: Periodic inspection and supervision of the operations of PetroVietnam Engineering Consultancy Joint Stock Company (PVE) in 2024

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020;

Pursuant to the Charter of PetroVietnam Engineering Consultancy - JSC (PVE).

To date, after multiple requests sent to the Board of Directors and the Supervisory Board of PVE for the term 2019 - 2024 to provide reports in accordance with the regulations of the Ministry of Finance on 19/02/2025 and 29/04/2025, as of 14/05/2025, PVE has not received any response from the Supervisory Board for the term 2019 - 2024.

Therefore, within the scope of the information available, the incumbent Supervisory Board for the term 2025 - 2030 of PVE, on behalf of the Supervisory Board for the term 2019 - 2024, respectfully submits to the Shareholders the report on the results of inspection and supervision of management, administration, and business operations of PVE in 2024, including the following contents:

A. Report on the performance of the Supervisory Board in accordance with the Law on Enterprises and Decree No. 155/2020/ND-CP:

I. Report on the Business performance of the Company in 2024:

According to the audited financial statements issued by AASC Auditing Firm Company Limited on 14/04/2025, by the end of the financial year 2024, the consolidated business performance of PVE have been achieved as follows:

Indicators	2024	2023	Increase (+) / Decrease (-)
1. Revenue from sales of goods and rendering of services	169.158.268.936	175.757.037.187	-6.598.768.251
2. Revenue deductions			0
3. Net revenue from sales of goods and rendering of services	169.158.268.936	175.757.037.187	-6.598.768.251

4. Cost of goods sold	111.293.659.141	130.185.594.451	-18.891.935.310
5. Gross profit from sales of goods and rendering of services	57.864.609.795	45.571.442.736	12.293.167.059
6. Financial income	917.469.258	1.631.066.434	-713.597.176
7. Financial expenses	22.882.341.575	18.370.033.637	4.512.307.938
- In which: Interest expense	22.877.110.571	18.366.444.229	4.510.666.342
8. Profit/loss from associates, joint ventures			0
9. Selling expenses			0
10. General administrative expenses	27.559.741.005	36.934.606.791	-9.374.865.786
11. Net profit from operating activities	8.339.996.473	-8.102.131.258	237.865.215
12. Other income	226.358.542	3.029.092.311	-2.802.733.769
13. Other expenses	2.901.193.894	130.605.443.108	-127.704.249.214
14. Other profit	-2.674.835.352	-127.576.350.797	-130.251.186.149
15. Total profit before tax	5.665.161.121	-135.678.482.055	-130.013.320.934
16. Current corporate income tax expense	4.539.150.607	2.121.792.456	2.417.358.151
17. Deferred corporate income tax expense	-330.071.792	-316.743.456	-646.815.248
18. Profit after corporate income tax	1.456.082.306	-137.483.531.055	-136.027.448.749
18.1 Profit after corporate income tax of Parent Company	1.423.239.170	-137.619.942.384	-136.196.703.214
18.2 Profit after corporate income tax of non-controlling shareholders	32.843.136	136.411.329	-103.568.193
19. Basic Earnings Per Share (*)	57	-5.505	-5.448
20. Diluted Earnings Per Share			

II. Supervision results for the Board of Directors, General Director, and other executive officers:

1. Supervision results for the Board of Directors:

The Supervisory Board recorded that, as of the end of fiscal year 2024, the organizational structure, number, and composition of the Board of Directors consisted of 5 members, specifically:

1. Mr. Le Huu Bon – Chairman;
2. Mr. Dinh Van Dinh – Member;
3. Mr. Do Van Thanh – Member;
4. Mr. Le Thai Thanh – Member;
5. Mr. Fong Nyuk Loon – Member.

2. Supervision results for the Board of Management and executive officers:

Regarding the organizational structure of the Board of Management, by the end of fiscal year 2024, the number and composition of PVE's Board of Management consisted of only 01 member, which was Mr. Ngo Ngoc Thuong – General Director.

Regarding operations, the incumbent Supervisory Board does not have any comments on the performance of the Board of Directors and the Board of Management in 2024, as the incumbent Supervisory Board only assumed its duties on January 8, 2025.

III. Report on the activities of the Supervisory Board in 2024

1. Organizational status and activities of the SB in 2024:

a. Organizational status:

In 2024, the Supervisory Board of PVE comprised 03 members, including 01 full-time member acting as the Chief of the SB and 02 concurrent members. Specifically:

- Mr. Nguyen Hoc Hai : Chief of the SB;
- Mr. Do Manh Hao : Member (concurrent);
- Ms. Tran Thi Hanh Thuc : Member (concurrent).

As of the end of 2024, the Company had not yet held the Annual General Meetings of Shareholders for the years 2020–2024 as required by law. Therefore, the members of the SB continued to perform their duties until the Extraordinary General Meeting of Shareholders held on 08/01/2025. At this Meeting, the General Meeting of Shareholders elected new members to replace the previous SB members for term 2025–2030, as follows:

- Mr. Bui Huu Giang : Chief of the SB;
- Ms. Nguyen Thi Kim Yen : Member (concurrent);
- Ms. Dinh Thi My Linh : Member (concurrent);

b. Self-assessment of the activities of the SB and each member:

According to the assigned duties, the members of the term 2019–2024 SB were assigned the following responsibilities:

• **Mr. Nguyen Hoc Hai – Chief of the SB:**

- Inspect and supervise the implementation of Resolutions of the General Meeting of Shareholders and Resolutions of the Board of Directors of the Company; monitor the implementation of regulations, resolutions, decisions, and directives issued by the Members' Council of the Parent Company - Vietnam National Industry – Energy Group related to the Company's activities;
- Inspect and supervise the use of capital and the operational efficiency of the Company;
- Appraise the Financial Statements;
- Monitor and inspect the implementation of the restructuring plan and the development strategy of the Company;
- Supervise the implementation of recommendations from inspection teams of state authorities, from the Group, and from the Company's internal audit teams;
- Organize and chair meetings of the Board of Supervisors;
- Prepare reports for the Annual General Meeting of Shareholders;
- Prepare supervision reports;
- Participate in meetings of the Board of Directors and general briefings of the Company;
- Participate in inspection missions of the Company at its member units.

• **Ms. Tran Thi Hanh Thuc – Member:**

- Monitor the implementation of the business plan of the Company and its member units.
- Inspect capital balancing and cash flow management.
- Participate in the appraisal of the Financial Statements.
- Participate in the Company's inspection missions at member units (as assigned by the Chief of the SB).

• **Mr. Do Manh Hao – Member:**

- Collect, update, and monitor the implementation of Regulations, Resolutions, Decisions, and Directives of the Members' Council of the Parent Company - Vietnam National Industry – Energy Group in relation to the Company's operations; and monitor the implementation of the Company's internal procedures and regulations.
- Monitor and inspect the implementation of investment activities and bidding practices in accordance with regulations of the State, the Group, and the Company.

- Participate in the Company's inspection missions at member units (as assigned by the Chief of the SB).

However, the term 2025–2030 SB has no comments or assessments regarding the activities of the previous SB, as no documentation related to the operations of the previous SB in 2024 has been recorded or provided to the incumbent SB.

2. Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the SB in accordance with the Law on Enterprises and the Company Charter;

Information on remuneration and salary of the SB in 2023 and 2024 is presented in Section 37, pages 41 and 42 of the 2024 audited Financial Statements.

3. Summary of SB Meetings and the Resolutions, recommendations issued by the SB:

The incumbent Supervisory Board has no comments or assessments regarding the activities of the previous Board of Supervisors, as the previous Board did not provide the necessary information and the incumbent Board has not received or recorded any documentation related to the previous Board's activities in 2024.

4. Supervision results regarding the Company's operations and financial status;

a. Supervision results on the Company's operations:

Regarding operations, the incumbent SB has no comments on the Company's operations in 2024 as it only assumed duties from 08/01/2025.

b. Supervision results on the Company's financial status:

Regarding capital management, during the fiscal years 2023 and 2024, the number and structure of PVE's charter capital remained unchanged compared to the end of the 2022 fiscal year, as shown below:

No.	Shareholder name	Contributed Capital (VND)	Corresponding number of shares (shares)	Ownership Ratio (%)
1	Vietnam National Industry – Energy Group (PVN)	72,500,000,000	7,250,000	29.00%
2	Technip Malaysia Company	25,000,000,000	2,500,000	10.00%
3	Other shareholders and individuals	152,500,000,000	15,250,000	61.00%
	Total	250,000,000,000	25,000,000	100.00%

However, as of the end of the 2024 fiscal year, with accumulated losses of 414 billion VND, PVE has completely lost its equity and recorded a negative charter capital of approximately 110 billion VND. Based on the figures from the Financial Statements, the SB assesses that the responsibility for this situation lies with the BoM of the years prior to the 2024 fiscal year.

IV. Report on transactions between PVE and Its Subsidiaries and related parties as prescribed in Clause 4, Article 290 of Decree No. 155/2020/NĐ-CP:

The incumbent Supervisory Board has no comments or assessments regarding transactions between PVE and its subsidiaries or related parties as presented in Section 37, page 41 of the 2024 audited Financial Statements, as the incumbent SB only assumed its duties from 08/01/2025 and has not received any information regarding these transactions.

V. Evaluation of coordination between the Supervisory Board and the Board of Directors, Board of Management, and shareholders.

The incumbent SB has no comments or assessments regarding the coordination between the SB and the BoD, BoM, and shareholders of PVE, as the incumbent SB has only assumed its duties from 08/01/2025.

VI. Appraisal of the Financial Statements 2024 of the Company

The appraisal report of the Financial Statements for 2023–2024 is attached.

B. Orientation and Operational Plan of the Supervisory Board in 2025

In 2025, the SB will focus on achieving the following key objectives:

- Supervise compliance with the Company's Charter and State laws. Monitor the implementation of Regulations, Resolutions, Decisions, and Directives of the General Meeting of Shareholders (GMS), the BoD, and other internal management regulations of PVE.
- Inspect and supervise the implementation of the 2025 business and production plan in 2025.
- Monitor and urge the application of GMS and BoD Resolutions to the Company's business activities, ensuring consistency with the goals and plans set by the BoD.
- Appraise the business performance reports, Financial Statements, and reports evaluating the management performance of the BoD and BoM in 2024 and quarterly in 2025. Analyze and assess the financial situation, capital management, operational efficiency, and solvency of PVE.
- Monitor, inspect, and supervise the implementation and resolution of recommendations made by inspection teams from regulatory agencies (if any).
- Inspect capital balancing and cash flow management; supervise any capital increase processes (if applicable) to ensure compliance with State regulations and laws.

C. Conclusion and recommendations :

1. Conclusion:

- With a profit of 1.4 billion VND recorded in the 2024 business results, it reflects the significant efforts of the PVE leadership in overcoming numerous challenges to maintain the Company's operations.
- However, due to the heavy negative impact from the business results of previous years, the overall performance of PVE has been severely impaired (accumulated losses reaching 414 billion VND). This outcome has directly resulted in the complete loss of PVE's equity capital (from 250 billion VND to -110.6 billion VND).
- The inability of independent auditors to complete audits on time and their disclaimers concerning a substantial portion of operating expenses and assets (accounting for over 60% of the Company's total assets) due to the lack of audit evidence demonstrates that the Company's overall management, especially asset management in previous fiscal years has been seriously deficient.

2. Recommendations

On financial matters, given the significant adverse impact of past fiscal years' business results on PVE's operations in 2024 and the coming years, the SB recommends that the General Meeting of Shareholders consider conducting a compliance audit of previous fiscal years. This aims to identify root causes and address existing shortcomings in business operations, thereby improving the Company's performance and safeguarding the interests of PVE's shareholders.

On operational matters, the incumbent SB has no comments on the performance of the Board of Management, as it only assumed its duties on January 8, 2025. However, the SB recommends that the Company's leadership enhance its monitoring and control activities, propose cost-saving solutions, and improve operational efficiency to protect shareholder interests. At the same time, it is essential to strictly comply with all relevant policies and applicable laws and regulations.

Respectfully submitted!

ON BEHALF OF THE BOARD OF SUPERVISORS

CHIEF OF THE SUPERVISORY BOARD

(signed)

BUI HUU GIANG



GENERAL MEETING OF SHAREHOLDERS
PETROVIETNAM ENGINEERING
CONSULTANCY - JSC
SUPERVISORY BOARD

No: 05/BKS-PVE

English
translation

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, May 29, 2025

To: General Meeting of Shareholders
PetroVietnam Engineering Consultancy - JSC

Pursuant to the Law on Enterprises No. 59/2020/QH14 on June 17th, 2020

Pursuant to the Charter of the PetroVietnam Engineering Consultancy - JSC,

The Supervisory Board reports on the results of its appraisal of the 2024 business performance report, the financial statements for 2023 and 2024, and the assessment report on the management of the Board of Directors of the PetroVietnam Engineering Consultancy – JSC (PVE) as follows:

I. Basis of appraisal:

- The 2024 business performance report, 2024 financial statements, 2024 profit distribution plan, the 2025 business plan and profit distribution plan, the 2024 activity report, and the 2025 orientations of the Board of Directors (BOD);
- The parent company and consolidated financial statements for 2023 and 2024 (FS), audited by AASC Auditing Firm Company Limited (AASC).

II. Work performed:

In conducting the appraisal of the 2024 business performance report, the 2024 financial statements, and the 2024 management and administration performance report of the Board of Directors of PVE, the Supervisory Board has performed the following:

- Reviewed the presentation of the 2024 business performance report across business areas, and its compliance with the resolution of the 2024 Annual General Meeting of Shareholders (GMS) and relevant legal regulations governing PVE's business and service activities;

- Reviewed the presentation of PVE's financial statements to ensure compliance with the corporate accounting regime under Circular 200/2014/TT-BTC dated December 22, 2014, and Vietnamese Accounting Standards:
 - + Assessed the selection of major accounting policies and consistency in their application;
 - + Evaluated the reasonableness and prudence of judgments as well as estimates made by PVE in the presentation of consolidated financial statements (including estimates affecting the recognition and calculation of revenue, expenses, income, and provision accruals for the period);
 - + Reviewed and reconciled consolidated financial statement figures with those in the parent company's separate financial statements and the financial statements of subsidiaries (for listed entities).
- Reviewed and reconciled the management performance report of the BOD with related documents such as: minutes and resolutions of the BOD, quarterly/annual reports of the General Director regarding business performance, etc.

III Appraisal results:

1) 2024 Business Performance Report:

In 2024, the parent company achieved and exceeded most targets, especially in terms of profit. However, the consolidated results showed a disparity, with a significant decrease compared to the plan. The key performance indicators are as follows:

Unit: VND billion

No.	INDICATOR	2024 Plan	2024 Actual	% Achieved vs.	
				2024 Plan	Same Period Last Year
I	Parent Company Data				
1	Total revenue	110,00	112,31	102%	98%
2	Profit before tax	2,10	7,27	346%	-5%
3	Profit after tax	1,68	2,88	171%	-2%
4	Taxes and other amounts payable to State Budget	8,50	16,10	189%	145%
II	Consolidated Data				
1	Total revenue	210,00	170,30	81%	94%
2	Profit before tax	3,10	5,67	183%	-4%
3	Profit after tax	2,48	1,46	59%	-1%

4	Taxes and other amounts payable to State Budget	15,00	19,55	130%	130%
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- **Revenue:**

The parent company achieved total revenue of VND 112,31 billion, slightly exceeding the plan by 2% but decreasing by 2% compared to the same period last year. However, consolidated revenue was VND 170,30 billion, only 81% of the plan and a 6% decrease compared to the previous year.

- **Profit:**

- + **Profit before tax:** The parent company achieved VND 7,27 billion (more than three times the plan). Consolidated profit before tax was VND 5,67 billion, exceeding the plan by 83% but slightly decreasing by 4% compared to the same period.
- + **Profit after tax:** The parent company achieved VND 2,88 billion, exceeding the plan by 71% and showing improvement compared to the loss in the previous year. Consolidated profit after tax reached VND 1,46 billion, only 59% of the plan and decreased slightly.

Based on these results, the 2024 business performance report shows that:

- In 2024, the parent company operated efficiently and made significant contributions in terms of profit and tax obligations. However, the subsidiaries did not fully realize their roles and should be closely reviewed to identify bottlenecks and take measures for rectification, support, or restructuring, in order to improve consolidated governance and promote consistency across the system.

2) Financial Statements for 2023 and 2024:

- The accounting system, accounting policies applied, and the presentation in the audited financial statements for 2023 and 2024 of PVE are in compliance with the corporate accounting regime under Circular 200/2014/TT-BTC and Vietnamese Accounting Standards.
- Some key figures from the audited financial statements for 2023 and 2024 are as follows:

- Unit: VND billion

No.	Items	31/12/2023		31/12/2024	
		Holding company	Consolidated	Holding company	Consolidated
I	Total assets	143,57	802,38	147,51	842,66
1	Short-term assets	117,99	792,89	122,30	831,69

2	Long-term assets	25,58	9,50	25,21	10,97
II	Total liabilities & equity	143,46	802,38	147,51	842,66
1	Liabilities	618,14	939,68	619,32	953,32
-	<i>Short-term debt</i>	<i>618,14</i>	<i>939,56</i>	<i>619,21</i>	<i>953,20</i>
-	<i>Long-term debt</i>	<i>0,11</i>	<i>0,12</i>	<i>0,11</i>	<i>0,12</i>
2	Owners' equity	-474,69	-137,30	-471,81	-110,66
-	Contributed capital	250,00	250,00	250,00	250,00
-	Retained earnings	-760,39	415,98	-757,51	-414,73
III	Operating results				
1	Net revenue	110,70	175,76	111,54	169,16
2	Cost of goods sold	75,75	130,19	63,81	111,29
3	Gross profit	34,95	45,57	47,74	57,86
4	Operating profit	-7,24	-8,10	9,25	8,34
5	Profit before tax	-134,65	-135,68	7,27	5,67
6	Profit after tax	-136,56	-137,48	2,88	1,46

- The consolidated financial position of the Corporation as of 31/12/2024: Accumulated loss is VND 414,73 billion; equity as of 31/12/2024 is negative VND 110,66 billion; short-term liabilities are 1.15 times greater than short-term assets; the overdue payables balance is VND 823,51 billion; unconfirmed receivables total VND 265,78 billion; inventory lacks evidence for assessing appropriateness at VND 639,62 billion.
- The Supervisory Board also concurs with all exclusions in the audited financial statements for 2023 and 2024, especially the following points:
 - + **Inventory:** Insufficient evidence was collected to assess the appropriateness of recognition for certain items, specifically:
 - o **Inventory:**
 - At 31/12/2024: VND 639,62 billion
 - At 31/12/2023: VND 611,15 billion
 - o **Short-term payables:**
 - At 31/12/2024: VND 19,72 billion
 - At 31/12/2023: VND 33,93 billion

- + **Receivables:** Recoverability could not be assessed due to lack of confirmation for the balance as of 31/12/2024: VND 265,78 billion (compared to VND 225,60 billion as of 31/12/2023), including:
 - Long-outstanding receivables being monitored by the Corporation as of 31/12/2024: **VND 195,78 billion** (vs. VND 204,60 billion as of 31/12/2023)
 - **Allowance for doubtful debts** accrued as of 31/12/2024: **VND 139,82 billion** (vs. VND 136,47 billion as of 31/12/2023)
- + **Payables:** Payables without confirmation of balances:
 - As of 31/12/2024: **VND 436,88 billion**
 - As of 31/12/2023: **VND 390,79 billion**
- + **Cost of goods sold:** Recognized based on planned ratios, not actual incurred expenses.
 - 2024: VND 111,29 billion
 - 2023: VND 130,19 billion
- In addition, the Company and its subsidiary, Petrovietnam Engineering (Malaysia) Sdn. Bhd, are involved in litigation with the general contractor of the Rapid Refinery and Petrochemical Complex project in Malaysia regarding issues arising during project execution. The Company has not yet recognized the outstanding obligation payable to the general contractor under the arbitral tribunal's decision of USD 12,099,227.99 (equivalent to VND 309,15 billion, excluding late payment interest up to 31/12/2024).

3) Report on the Management of the Board of Directors

- The current Supervisory Board has no comments or observations regarding the management of the Board of Directors for the 2023 and 2024 financial years, as the current Supervisory Board only assumed office from January 8, 2025.

III Conclusion:

Based on the above appraisal results, the Supervisory Board expresses the following opinions:

- Business performance report has generally provided a comprehensive reflection of PVE's business activities for 2024.

- Audited financial statements for 2023 and 2024 fairly present, in all material respects, the financial position of PVE, its business results, and cash flows for 2023 and 2024, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting Regime, and relevant regulations.
- Management report of the Board of Directors accurately and fully reflects the management activities of the Board of Directors in all areas, in compliance with the resolutions of the General Meeting of Shareholders, the Charter of PVE, and relevant legal documents.
- Despite the business growth in 2024, the accumulated results as of December 31st, 2024, still show negative equity of VND 110,6 billion for PVE. This is a result carried forward from previous accounting periods and has caused significant damage to PVE's reputation and operations, as well as negatively impacting its business activities in the present and future. Therefore, conducting compliance audits for previous financial years is necessary to determine the causes, improve business efficiency, and protect shareholders's interests.

The above constitutes the appraisal results of the Supervisory Board of PVE regarding (i) the 2024 business performance report; (ii) the financial statements for 2023 and 2024; and (iii) the management assessment report of the Board of Directors of the Petroleum Design Consulting Corporation – JSC. The Supervisory Board hereby reports the above to the 2025 Annual General Meeting of Shareholders.

Recipients:

- As above
- Archived: Office, Supervisory Board

**ON BEHALF OF THE SUPERVISORY BOARD
CHIEF OF THE SUPERVISORY BOARD**

(signed)

BUI HUU GIANG

VIETNAM NATIONAL INDUSTRY -
ENERGY GROUP
**PETROVIETNAM ENGINEERING
CONSULTANCY – JSC**



No. 02 /Ttr-BKS

English
translation

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, May 30, 2025

PROPOSAL

Re: List of Independent Auditing Firms for the Audit of the 2025 Financial Statements

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and its implementing documents;

Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government detailing the implementation of certain articles of the Law on Securities, and Circular No. 116/2020/TT-BTC dated December 31st, 2020, of the Ministry of Finance guiding several corporate governance provisions applicable to public companies under Decree No. 155/2020/ND-CP;

Pursuant to Decision No. 2730/QĐ - BTC dated November 15th, 2024, of the Ministry of Finance approving auditing firms and practicing auditors permitted to audit public interest entities in 2025.

Based on the survey and assessment of the capabilities of independent auditing firms on the market approved by the Ministry of Finance, as well as consideration of criteria suitable to PVE's business and production conditions, the Supervisory Board of PVE respectfully proposes to the General Meeting of Shareholders the following list of independent auditing firms for selection to audit and review the Corporation's financial statements for the 2025 financial year:

1. Deloitte Vietnam Co., Ltd. (Deloitte)
2. PricewaterhouseCoopers Vietnam Co., Ltd. (PWC)
3. Vietnam Auditing and Valuation Co., Ltd. (VAE)
4. AASC Auditing Firm Co., Ltd. (AASC)

The Supervisory Board respectfully submits to the General Meeting of Shareholders for approval the above list of auditing firms and authorizes the Board of Directors to decide on the selection of one of these companies to conduct the audit of the Corporation's financial statements for the 2025 financial year.

Respectfully submitted!

Recipients:

- As above
- Board of Directors, General Director
- Archived: Office, Supervisory Board

**ON BEHALF OF THE SUPERVISORY BOARD
CHIEF OF THE SUPERVISORY BOARD**

(signed)

BUI HUU GIANG

VIETNAM NATIONAL
INDUSTRY - ENERGY GROUP
PETROVIETNAM ENGINEERING
CONSULTANCY - JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 75/TTr-DHDCD-TKDK

Ho Chi Minh City, May 30, 2025



PROPOSAL

Re: Appropriation of the 2024 Welfare fund

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and its implementing documents;

Pursuant to the Charter of the PetroVietnam Engineering Consultancy - JSC issued on June 29th, 2018;

Pursuant to the business operation situation in 2024 of the PetroVietnam Engineering Consultancy - JSC.

Currently, as the welfare fund is no longer sufficient to maintain basic welfare activities for employees of the PetroVietnam Engineering Consultancy - JSC, the Board of Directors respectfully submits the following profit distribution plan to the General Meeting of Shareholders for approval:

No.	Item	Rate (%)	Estimated profit distribution 2019–2023	Estimated profit distribution 2024
1	Profit after tax		(150.025.350.553)	2.879.045.750
2	Appropriation to funds		0	
	- Financial reserve fund		0	
	- Bonus & welfare fund		0	500.000.000
3	Executive bonus fund		0	

No.	Item	Rate (%)	Estimated profit distribution 2019–2023	Estimated profit distribution 2024
4	Undistributed remaining profit		0	2.379.045.750

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

Recipients:

- *As above.*
- *Archived: Office, Finance and Accounting Department.*

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

TA DUC TIEN

VIETNAM NATIONAL
INDUSTRY - ENERGY GROUP
PETROVIETNAM ENGINEERING
CONSULTANCY - JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 77/TTr-DHDCCD-TKDK

Ho Chi Minh City, May 30, 2025



PROPOSAL

Re: The projected remuneration and operating costs of the Board of Directors and Supervisory Board for 2025

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and its implementing documents;

Pursuant to the Law on Securities No. 59/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and its guiding documents;

Pursuant to the Charter of the PetroVietnam Engineering Consultancy - JSC issued on June 29th, 2018;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the projected remuneration and operating expenses of the Board of Directors and the Supervisory Board for 2025 as follows:

1. Projected Budget of the Board of Directors for 2025

No.	Item	Position	Monthly (VND)	Full Year 2025 (VND)
1	Remuneration			1,416,000,000
-	Mr. Ta Duc Tien	Chairman of the BOD	60,000,000	720,000,000
-	Mr. Ngo Ngoc Thuong	Member of the BOD, General Director	8,000,000	96,000,000
-	Mr. Do Van Thanh	Member of the BOD	20,000,000	240,000,000
-	Ms. Tran Nguyen Cam Ly	Member of the BOD	15,000,000	180,000,000
-	Mr. Nguyen Xuan Nguyen	Independent Member of the BOD	15,000,000	180,000,000

No.	Item	Position	Monthly (VND)	Full Year 2025 (VND)
2	Operating costs of the BOD			573,600,000
-	Airfare		10,000,000	120,000,000
-	Accommodation		4,800,000	57,600,000
-	Car rental		18,000,000	216,000,000
-	Hospitality expenses		5,000,000	60,000,000
-	Telephone expenses		1,000,000	12,000,000
-	Taxi and other expenses		9,000,000	108,000,000
3	Total (net)			813,600,000

2. Projected Budget of the Supervisory Board (SB) for 2025

No.	Item	Position	Monthly (VND)	Full Year 2025 (VND)
1	Remuneration			240,000,000
-	Mr. Bui Huu Giang	Chief of SB	12,000,000	144,000,000
-	Ms. Dinh Thi My Linh	Member of SB	4,000,000	48,000,000
-	Ms. Nguyen Thi Kim Yen	Member of SB	4,000,000	48,000,000
2	Operating costs of the Supervisory Board			162,000,000
-	Car rental		12,000,000	144,000,000
-	Telephone and other expenses		1,500,000	18,000,000
3	Total			402,000,000

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

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

TA DUC TIEN

VIETNAM NATIONAL
INDUSTRY - ENERGY GROUP
PETROVIETNAM ENGINEERING
CONSULTANCY - JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 76/TTr-DHDCD-TKDK

Ho Chi Minh City, May 30, 2025



PROPOSAL

Re: Change of Headquarters address

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and its implementing documents;

Pursuant to the Law on Securities No. 59/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and its guiding documents;

Pursuant to the Charter of the PetroVietnam Engineering Consultancy - JSC issued on June 29th, 2018;

The Board of Directors respectfully submits to the General Meeting of Shareholders for review and approval the change of the headquarters of the PetroVietnam Engineering Consultancy - JSC as follows:

1. Approval of the change of headquarters address

Current address: 10th Floor, PV GAS Building, No. 673 Nguyen Huu Tho Street, Phuoc Kien Commune, Nha Be District, Ho Chi Minh City.

New address: **No. 25–27, Street No. 12, Tan Hung Ward, District 7, Ho Chi Minh City.**

2. Granted authorization to the Board of Directors and/or the General Director to carry out the relevant procedures in accordance with the provisions of the law.

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

Recipients:

- *As above;*
- *Archived: Office.*

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

TA DUC TIEN

VIETNAM NATIONAL
INDUSTRY - ENERGY GROUP
PETROVIETNAM ENGINEERING
CONSULTANCY - JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 78/TTr-DHDCD-TKDK

Ho Chi Minh City, May 30, 2025



PROPOSAL

Re: Promulgation of the Charter

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and its implementing documents;

Pursuant to the Law on Securities No. 59/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and its guiding documents;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance providing guidance on certain corporate governance provisions applicable to public companies under Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government detailing the implementation of several provisions of the Law on Securities;

Pursuant to the Charter of the PetroVietnam Engineering Consultancy - JSC ("PVE Charter") issued on June 29th, 2018;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the new PVE Charter, developed based on the model charter in Appendix I issued together with Circular No. 116/2020/TT-BTC, with terms as set out in the attached draft.

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

Recipients:

- As above;
- Board of Directors;
- Archived: Office.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

TA DUC TIEN



DRAFT

**CHARTER OF
PETROVIETNAM ENGINEERING CONSULTANCY JOINT
STOCK COMPANY**

Ho Chi Minh City, June 24, 2025

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PREAMBLE

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

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

CHAPTER I
DEFINITIONS

Article 1. Definitions

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

CHAPTER II

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

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

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

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

Article 3. Legal representative of the Company

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

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

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

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

CHAPTER III

OBJECTIVES, BUSINESS LINES AND OPERATIONS OF THE COMPANY

Article 5. Business objectives of the Company

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

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

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

14	Construction of other civil engineering projects (not operated at the head office)	4299
15	Site preparation	4312
16	Installation of electrical systems Details: Installation of fire-fighting systems, automatic fire alarm systems, lightning protection systems, surveillance and electronic alarm systems, installation of electrical wires and equipment	4321
17	Other specialized construction activities	4390
18	Wholesale of electronic and telecommunication equipment and components	4652
19	Wholesale of other machinery, equipment and spare parts Details: - Wholesale of machinery, equipment and spare parts for mining and construction. - Wholesale of electrical machinery, equipment and materials (generators, electric motors, wires and other equipment used in electric circuits). - Wholesale of other machinery, equipment and spare parts. - Wholesale of fire prevention and fighting equipment, rescue and rescue equipment, anti-theft equipment, surveillance cameras. - Wholesale of electrical machinery, equipment and materials, and MEP (mechanical-electrical-refrigeration) equipment.	4659
20	Wholesale of metals and metal ores Details: - Wholesale of metal ores, iron and steel. - Wholesale of other metals (excluding gold bar trading)	4662
21	Other financial service activities not elsewhere classified Details: - Investment consultancy (excluding financial, accounting, or legal consultancy)	6619
22	Real estate business, land use rights of owner, user or lessee Details - Real estate business	6810
23	Technical testing and analysis	7120
24	Labor supply and management services	7830

2. Business objective of the Company

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

Article 6. Scope of business and operations of the Company

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

CHAPTER IV

CHARTER CAPITAL AND SHARES

Article 7. Charter capital and shares

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

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

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

Article 8. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of the holder to a portion of the charter capital of the issuing organization. Share certificates must include all information prescribed in Clause 1, Article 121 of the Enterprise Law.
3. In the event that a share certificate is lost, damaged, or destroyed, the shareholder may request the Company to reissue the certificate. Such request must include:
 - a) Information about the lost, damaged, or destroyed certificate;
 - b) A written commitment by the shareholder to assume liability for any disputes arising from the reissuance.

4. In case of any changes to the information recorded in the Shareholder register relating to a shareholder, such shareholder must promptly notify the Company and/or the securities company with whom the shares are deposited, so that the Company/securities company can update the information in the Shareholder register or the list of securities holders at the Vietnam Securities Depository and Clearing Corporation. The Company shall not be liable for failure to contact or send notices/documents to a shareholder due to an incorrect or incomplete address. Such failure shall not affect the validity of procedures for convening the General Meeting of Shareholders, collecting shareholders' opinions, or the effectiveness of resolutions passed by the General Meeting of Shareholders.

Article 9. Other securities certificates

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

Article 10. Transfer of shares

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

CHAPTER V

CORPORATE ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

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

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

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders, and vote directly or through an authorized representative or by other means as provided by law. Each ordinary share carries one vote;

- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for new shares in proportion to their existing holdings;
 - d) To freely transfer their shares to others, except as provided in Article 10 of this Charter;
 - e) To view, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information;
 - f) To view, look up, extract, or make copies of the Charter of the Company, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding;
 - h) To request the Company to repurchase shares in accordance with Article 132 of the Enterprise Law;
 - i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests to the shareholders. In the case of preference shares, rights and obligations must be approved and disclosed by the General Meeting of Shareholders;
 - j) To receive full access to periodic and ad-hoc disclosures made by the Company in accordance with the law;
 - k) To be protected with respect to their lawful rights and interests; to propose suspension or annulment of resolutions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;
 - l) Other rights in accordance with law and this Charter.
2. A shareholder or group of shareholders holding at least 5% of the total ordinary shares shall have the following rights:
- a) To view, look up and extract meeting minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to the Board's approval, and other documents, excluding those relating to business secrets of the Company;
 - b) To request the Board of Directors to convene the General Meeting of Shareholders under Clause 3, Article 115, and Article 140 of the Enterprise Law;
 - c) To propose issues to be included in the meeting agenda of the General Meeting of Shareholders;
 - d) To request the Supervisory Board to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and include: full name, contact address, nationality, and legal identity documents of the shareholder (for individuals); name, business registration number or legal identity documents, and head office address (for organizations); number of shares held and time

of registration; total shares and ownership ratio of the shareholder group; the matter to be examined and its purpose;

- e) Other rights in accordance with law and this Charter.
- 3. A shareholder or group of shareholders holding at least 10% of total ordinary shares shall have the right to nominate persons to the Board of Directors and the Supervisory Board. The nomination process is as follows:
 - a) Ordinary shareholders forming a group to nominate candidates must notify other shareholders before the commencement of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, such shareholders may nominate one or more persons as determined by the General Meeting of Shareholders. If the number of candidates nominated is less than the quota, the remaining candidates may be nominated by the Board of Directors, Supervisory Board, or other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

- 1. To fully and punctually pay for the number of shares they have subscribed to purchase.
- 2. Not to withdraw contributed capital in the form of ordinary shares from the Company by any means, unless such shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed share capital in violation of this provision, that shareholder and any related parties within the Company shall be jointly liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
- 3. To comply with this Charter and the Company's internal management regulations.
- 4. To observe and implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain the confidentiality of information provided by the Company in accordance with this Charter and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to strictly refrain from disclosing, copying, or sending such information to any other organization or individual.
- 6. To attend General Meetings of Shareholders and exercise their voting rights by one of the following means:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Participating and voting via online conferencing, electronic voting, or other electronic means;
 - d) Submitting a ballot by post, fax, email, or other methods as instructed by the Board of Directors.
- 7. To assume personal liability when acting in the name of the Company to perform any of the following acts:

- a) Violation of the law;
- b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c) Repaying debts that are not yet due, exposing the Company to financial risks.
- 8. Other obligations in accordance with this Charter and applicable laws..

Article 14. General Meeting of Shareholders

- 1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually within four (04) months from the end of the financial year. In necessary cases, the Board of Directors may extend this period, but no later than six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The meeting location shall be where the chairperson attends and must be within the territory of Vietnam.
- 2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting shall decide on matters as prescribed by law and this Charter, in particular the approval of the audited annual financial statements. In case the audit report includes material qualified opinion, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm to attend the annual General Meeting of Shareholders, and such representative must participate in the annual General Meeting of Shareholders.
- 3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) When deemed necessary for the benefit of the Company by the Board of Directors;
 - b) When the number of members of the Board of Directors or the Supervisory Board falls below the statutory minimum;
 - c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law. The request must be made in writing, clearly stating the reason and purpose of the meeting, and signed by all relating shareholders, or consolidated from several written requests bearing the signatures of all relating shareholders;
 - d) At the request of the Supervisory Board;
 - e) In other cases as provided by law or this Charter.
- 4. Convening an extraordinary General Meeting
 - a) The Board of Directors must convene the meeting within thirty (30) days from the date the case under Point b, Clause 3 of this Article arises, or upon receiving the requests stated in Points c and d, Clause 3 of this Article;

- b) If the Board of Directors fails to convene the meeting in accordance with Point a, Clause 4 of this Article, the Supervisory Board shall convene the meeting within the next thirty (30) days in accordance with the Enterprise Law;
- c) If the Supervisory Board also fails to convene the meeting in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Enterprise Law shall have the right to convene the meeting on behalf of the Company in accordance with the Enterprise Law.

All reasonable expenses incurred for convening and conducting the meeting under Points a, b, and c, Clause 4 shall be reimbursed by the Company;

- d) The procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law.

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

- 1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the classes of shares and the total number of shares of each class that may be offered for sale; and to determine the annual dividend rate for each class of shares;
 - c) To elect, dismiss, or remove members of the Board of Directors and the Supervisory Board;
 - d) To decide on investment in or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
 - e) To approve amendments and supplements to the Charter of the Company;
 - f) To approve the annual financial statements;
 - g) To decide on the repurchase of more than 10% of the total issued shares of each class;
 - h) To review and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;
 - i) To decide on the reorganization or dissolution of the Company;
 - j) To determine the budget or the total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
 - k) To approve the internal corporate governance regulations; the operating regulations of the Board of Directors and the Supervisory Board;
 - l) To approve the list of independent audit firms; to decide on the audit firm to perform audits of the Company; and to remove the independent auditor when deemed necessary;
 - m) Other rights and obligations in accordance with the Enterprise Law and this Charter.
- 2. The General Meeting of Shareholders shall discuss and pass resolutions on the following matters:
 - a) The Company's annual business plan;
 - b) The audited annual financial statements;

- c) The report of the Board of Directors on its governance and the performance of the Board and each of its members;
 - d) The report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
 - e) The self-assessment report of the Supervisory Board and each of its members;
 - f) The dividend rate for each class of shares;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - i) The determination of the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) The approval of the list of independent audit firms; and the appointment of the audit firm when deemed necessary;
 - k) Amendments and supplements to the Charter of the Company;
 - l) The class and number of newly issued shares for each class of shares;
 - m) The division, separation, consolidation, merger, or conversion of the Company;
 - n) The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
 - o) The decision on investment in or sale of assets with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company;
 - p) The decision to repurchase more than 10% of the total issued shares of each class;
 - q) Approval of contracts or transactions with related parties as defined in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the total assets of the Company based on the most recent financial statements;
 - r) Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) Approval of the internal corporate governance regulations, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
 - t) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

- 1. Shareholders or authorized representatives of organizational shareholders may attend the General Meeting of Shareholders in person, authorize one or more individuals or

organizations to attend on their behalf, or attend via one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for an individual or organization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The written authorization shall comply with civil law regulations and must specify: the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the term of authorization, and signatures of both the authorizing party and the authorized party.

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

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

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

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

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. Extraordinary meetings shall be convened in accordance with the provisions of Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall carry out the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the meeting. The list must be made no more than ten (10) days before the date of the notice of meeting. The Company shall disclose the establishment of the shareholder list at least twenty (20) days prior to the record date;
 - b) Prepare the agenda and meeting contents;
 - c) Prepare all relevant meeting materials;
 - d) Draft the resolutions to be passed at the meeting, and provide a list and detailed information of the candidates in case of election of members of the Board of Directors and the Supervisory Board;
 - e) Determine the time and location of the meeting;
 - f) Notify and send the invitation to attend the General Meeting of Shareholders to all shareholders entitled to attend;

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

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

- a) The meeting agenda and supporting materials;
- b) The list and detailed information of candidates for election to the Board of Directors and the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each matter on the agenda.
- 4. Shareholders or groups of shareholders as provided in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the meeting agenda. Such proposals must be made in writing and sent to the Company no later than seven (07) working days before the meeting date. The date of submission shall be determined based on the acknowledgment of receipt by the postal service (if sent by post) or the Company's receipt slip (if submitted directly). The proposal must clearly state the name of the shareholder, the number and class of shares held, and the matter proposed for inclusion.
- 5. The person convening the General Meeting of Shareholders may only reject proposals submitted under Clause 4 of this Article in the following cases:
 - a) The proposal does not comply with Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as required by Clause 2, Article 12 of this Charter;
 - c) The proposed matter does not fall within the authority of the General Meeting of Shareholders.
- 6. The person convening the General Meeting of Shareholders must accept and include proposals submitted under Clause 4 in the tentative agenda and contents of the meeting, unless rejected under Clause 5 of this Article; the proposal shall be officially added to the agenda and contents if approved by the General Meeting of Shareholders.

Article 18. Conditions for convening the General Meeting of Shareholders

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

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

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

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

8. If the Company uses modern technology to organize the General Meeting of Shareholders via online meeting, it must ensure that shareholders can attend and vote via electronic ballots or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP of the Government guiding implementation of the Law on Securities.

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

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

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

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

1. The Board of Directors shall have the authority to collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary in the interest of the Company, except in the case provided under Clause 2, Article 147 of the Enterprise Law.
2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory materials, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall comply with Clause 3, Article 17 of this Charter.
3. The ballot must include the following main contents:
 - a) Name, head office address, and enterprise registration number of the Company;

- b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and legal document number for shareholders who are individuals; name, enterprise code or legal document number, and head office address for shareholders who are organizations; or full name, contact address, nationality, and legal document number for the representative of a shareholder who is an organization; the number of shares of each class and the number of voting rights held by the shareholder;
 - d) Issues subject to voting;
 - e) Voting options shall include: in favor, against, and abstain for each matter subject to collection of opinions;
 - f) Deadline for returning the completed ballots to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return their completed ballots to the Company via mail, fax, or email as follows:
- a) For mail: the completed ballot must bear the signature of the individual shareholder, the authorized representative/legal representative of an institutional shareholder. The ballot must be enclosed in a sealed envelope, which may not be opened prior to the vote counting;
 - b) For fax or email: the ballot must be kept confidential until the time of vote counting;
 - c) Ballots received after the deadline specified on the ballot, or that were opened if sent by mail or disclosed if sent by fax/email shall be invalid. Ballots not returned shall be deemed as non-participation in voting.
5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The minutes must include the following:
- a) Name, head office address, and enterprise registration number of the Company;
 - b) Purpose and matters for which written opinions were collected;
 - c) Number of shareholders and total voting shares that participated in the vote, including valid and invalid votes and the voting methods used, along with a list of participating shareholders;
 - d) Total votes in favor, against, and abstentions for each matter;
 - e) Matters approved and corresponding voting ratios;
 - f) Full names and signatures of the Chairman of the Board of Directors, vote counter(s), and vote counting supervisor(s).
6. Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the accuracy and honesty of the vote counting minutes and shall be jointly liable for any damage arising from dishonestly or inaccurately adopted resolutions.

7. The vote counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of vote counting. Alternatively, they may be published on the Company's website within twenty-four (24) hours from the time of vote counting.
8. The resolution, vote counting minutes, and accompanying documents must be disclosed in accordance with laws on information disclosure.
9. The completed opinion forms, the vote counting minutes, the adopted resolutions, and all related documents attached to the opinion forms must be retained at the Company's head office.
10. A resolution adopted by collecting written opinions from shareholders is considered passed if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

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

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

If the chairperson or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the information as required in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.
2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting.

3. The chairperson and secretary of the meeting or any person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the minutes.
4. Minutes made in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the date of conclusion of the meeting; the minutes of vote counting may instead be published on the company's website.
6. The resolution, meeting minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders, and all documents attached to the minutes (if any) or relevant documents accompanying the meeting invitation must be disclosed in accordance with the laws on information disclosure on the securities market.
7. The resolution, meeting minutes of the General Meeting of Shareholders, the appendix listing attending shareholders, proxies, documents attached to the minutes (if any), and related documents must be retained at the Company's head office.

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

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

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

CHAPTER VII

THE BOARD OF DIRECTORS

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

1. If the candidates for the Board of Directors have been determined, the Company must disclose information related to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to allow shareholders to review candidate information before voting. Each candidate must submit a written commitment on the truthfulness and accuracy of the disclosed personal information and must also commit to perform their duties with honesty, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information shall include:
 - a) Full name, date of birth;
 - b) Educational qualifications;

- c) Employment history;
- d) Other managerial positions (including positions on the board of directors of other companies);
- e) Relevant interests related to the Company and its related parties;
- f) Other information (if any).

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

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

Article 25. Composition and term of the Board of Directors

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

The Board of Directors must comprise at least one-third (1/3) non-executive members and must have at least one independent member. The Company shall minimize the number of Board members concurrently holding executive positions to preserve the Board's independence.
- 4. A Board of Directors Member shall cease to hold office as a Board of Directors Member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Enterprises Law.

5. The election of Board members must be publicly disclosed in accordance with laws on securities market disclosure.
6. Board members are not required to be shareholders of the Company.

Article 26. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company in deciding and performing the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders. The Board of Directors has the following rights and obligations:
 - a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;
 - b) To propose the class and total number of shares to be offered for sale;
 - c) To decide on the sale of unsold shares within the authorized limits, and other capital mobilization plans;
 - d) To decide on the selling price of shares and bonds of the Company;
 - e) To decide on the repurchase of shares as provided in Clauses 1 and 2, Article 133 of the Enterprise Law;
 - f) To approve investment policies and projects within its authority and legal limits;
 - g) To approve investments not included in the business plan and budget that are VND 100 million or more (excluding tax), or that exceed 5% of the annual business plan and budget (excluding tax);
 - h) To decide on market development, marketing, and technology strategies;
 - i) To approve purchase, sale, loan, lending contracts, and other transactions valued at 10% or more of total assets stated in the latest financial statements, except transactions under the authority of the General Meeting of Shareholders as per Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law;
 - j) To elect, dismiss, and remove the Chairman of the Board; to appoint, dismiss, enter into, and terminate contracts with the General Director and other key managers as stipulated by the Charter of the Company; to determine their salaries, bonuses, and benefits; to assign authorized representatives to other companies' members' councils or shareholder meetings and determine their remuneration and benefits;
 - k) To supervise and direct the General Director and other managers in the day-to-day operations of the Company;

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

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

- 1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and results.
- 2. Members of the Board of Directors are entitled to working remuneration and bonuses. The working remuneration is calculated based on the number of working days required to fulfill their duties and the daily rate. The Board of Directors shall determine the remuneration of each member on a consensus basis. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, shown as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
- 4. A member of the Board of Directors who holds an executive position or works on committees of the Board or performs tasks beyond the ordinary duties of a board member may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.
- 5. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred in the performance of their

assigned tasks, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered under a liability insurance policy purchased by the Company with the approval of the General Meeting of Shareholders. This insurance shall not cover liabilities arising from legal violations or breaches of the Charter.

Article 28. Chairman of the Board of Directors

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

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board shall be elected at the first meeting of the Board of Directors' term as follows:
 - a) The first meeting shall be convened and chaired by the member with the highest number or percentage of votes within seven (07) working days from the conclusion of the Board election;

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

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

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

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

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

The meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Board of Directors' operating regulations, and must be delivered to the contact address of each member of the Board of Directors and the Supervisors as registered with the Company.

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

7. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of Board members are present.
- If the meeting convened under this provision fails to reach the required quorum, a second meeting may be convened within two (02) working days from the originally scheduled meeting date. In such case, the meeting shall be valid if more than one-half of the Board members are present.
8. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in any of the following cases:
- a) Attending and voting in person at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c) Attending and voting via online meeting, electronic voting, or other electronic means;
 - d) Sending a voting ballot to the meeting via mail, fax, or email.
9. A meeting of the Board of Directors may be conducted by online conference or other means where one or more members are located in different places, provided that each participating member is able to:
- a) Hear the other members speak during the meeting; and
 - b) Speak to all other participants simultaneously, if desired. A Board member attending such a meeting shall be considered “present” at the meeting.
- Resolutions adopted at such online or remote meetings shall be valid if approved by a majority of the attending Board members and shall have the same legal effect as if adopted at an in-person meeting.
10. A member of the Board of Directors may send a voting ballot to the meeting via mail, fax, or email. In case of mailing, the ballot must be enclosed in a sealed envelope and delivered to the Chairman no later than one (01) hour before the opening of the meeting. The ballot shall only be opened in the presence of all meeting attendees.
11. Members of the Board of Directors must attend all meetings of the Board. A member may authorize another member of the Board to attend and vote on their behalf, provided that the authorization is approved by a majority of the Board members. A Board member shall not authorize a person who is not a member of the Board of Directors of the Company to exercise their powers or perform their obligations.
12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the Board members present at the meeting. In the event of a tie vote, the Chairman of the Board of Directors shall have the casting vote.

Article 30. Committees of the Board of Directors

1. The Board of Directors may establish subordinate committees to oversee matters such as development policy, human resources, compensation, internal audit, and risk management. The number of members of each committee shall be determined by the

Board of Directors, but each committee must have at least three (03) members, comprising members of the Board of Directors and external members. Independent and non-executive members of the Board of Directors should constitute the majority of each committee, and one of these members shall be appointed as the Chair of the committee by resolution of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only be valid if it is approved by the majority of its members present and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its committees must be in accordance with applicable laws, the Charter of the Company, and the Company's internal corporate governance regulations.

Article 31. Corporate governance officer

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

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organizational structure of management

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

Article 33. Executives of the Company

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

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or engage another person to serve as the General Director.
2. The General Director is responsible for managing the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must meet the qualifications and conditions prescribed by law and by the Charter of the Company.
4. The General Director shall have the following rights and obligations:
 - a) To decide matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;

- c) To organize the implementation of the Company's business plans and investment projects;
 - d) To propose organizational structure plans and internal management regulations of the Company;
 - e) To appoint, dismiss, or remove managerial positions within the Company, except for those positions under the authority of the Board of Directors;
 - f) To determine salaries and other benefits for employees of the Company, including managers whose appointment falls within the authority of the General Director;
 - g) To recruit employees;
 - h) To propose plans for dividend payments or handling of business losses;
 - i) Other rights and obligations as prescribed by law, the Charter of the Company, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director if a majority of the Board members with voting rights present at the meeting so approve, and appoint a new General Director as replacement.

CHAPTER IX

SUPERVISORY BOARD

Article 35. Nomination and candidacy of Supervisors

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

Article 36. Composition of the Supervisory Board

- 1. The number of Supervisors of the Company shall be three (03). The term of office of a Supervisor shall not exceed five (05) years and may be renewed for an unlimited number of terms.
- 2. Supervisors must meet the qualifications and conditions as prescribed in Article 286 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law.
- 3. A Supervisor shall be dismissed in the following cases:
 - a) No longer meeting the qualifications and conditions for being a Supervisor as prescribed by the Enterprises Law;

- b) Submission of a resignation letter that is accepted;
- c) Other cases as prescribed by law or this Charter.
- 4. A Supervisor shall be removed in the following cases:
 - a) Failure to fulfill assigned duties or tasks;
 - b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c) Repeated or serious violations of the obligations of a Supervisor as prescribed by the Enterprises Law and the Company Charter;
 - d) Pursuant to a resolution of the General Meeting of Shareholders.

Article 37. Head of the Supervisory Board

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

Article 38. Rights and obligations of the Supervisory Board

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

- 1. Propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to audit the Company's financial statements; decide on the selection of the approved audit firm to conduct audits of the Company's operations, and dismiss the approved auditor when deemed necessary.
- 2. To be accountable to the shareholders for its supervisory activities;
- 3. To supervise the Company's financial situation and the compliance with laws in the activities of the members of the Board of Directors, General Director, and other managers;
- 4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;
- 5. In the event of detecting violations of law or the Company Charter by members of the Board of Directors, the General Director, or other Executives, the Supervisory Board

must notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to cease the violation, and take remedial measures;

6. To formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
8. To have the right to access records and documents of the Company kept at its head office, branches, and other locations; to have the right to visit the workplace of Managers and employees of the Company during working hours;
9. To have the right to request the Board of Directors, members of the Board of Directors, General Director, and other Managers to fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of the Company;
10. Other rights and obligations as prescribed by law and this Charter.

Article 39. Meetings of the Supervisory Board

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

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

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

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

and other relevant legal provisions, and must be recorded as a separate item in the Company's annual financial statements.

CHAPTER X

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

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

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

1. Members of the Board of Directors, Supervisors, the General Director, and other Managers must disclose their related interests in accordance with the Enterprises Law and relevant legal documents.
2. Members of the Board of Directors, Supervisors, the General Director, other Managers, and their Related Persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, Supervisors, the General Director, and other Managers are obliged to notify the Board of Directors and the Supervisory Board in writing regarding transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of the charter capital, and themselves or their Related Persons, as prescribed by law. For transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on information disclosure in the securities market.
4. Members of the Board of Directors are not allowed to vote on transactions that confer benefits on themselves or their Related Persons in accordance with the Enterprises Law and the Company Charter.
5. Members of the Board of Directors, Supervisors, the General Director, other Managers, and their Related Persons must not use or disclose internal information to other persons for the purpose of conducting related transactions.

Article 42. Liability for damages and indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other Executives who violate the duty of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages caused by their violations.

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

CHAPTER XI

RIGHT TO LOOK UP THE COMPANY'S BOOKS AND RECORDS

Article 43. Right to look up books and records

1. Ordinary shareholders shall have the right to look up books and records as follows:
 - a) Ordinary shareholders have the right to view, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request the correction of their inaccurate information; view, look up, extract, or make copies of the Company Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders holding at least five percent (5%) of the total ordinary shares have the right to view, look up, and extract minutes and resolutions or decisions of the Board of Directors, semi annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval by the Board of Directors, and other documents, except for those pertaining to trade secrets or business secrets of the Company.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up the books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders being represented, or a certified copy thereof.
3. Members of the Board of Directors, Supervisors, the General Director, and other Executives have the right to look up the Company's Register of Shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must retain this Charter and any amendments or supplements to this Charter, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory

Board, annual financial statements, accounting books, and other documents as required by law at its head office.

5. The Company Charter must be disclosed on the Company's website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

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

CHAPTER XIII

PROFIT DISTRIBUTION

Article 45. Profit distribution

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

6. Other matters relating to profit distribution and appropriation to various funds shall be carried out in accordance with the provisions of law.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

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

Article 47. Fiscal year

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

Article 48. Accounting regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or a specific accounting regime as prescribed by law.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the provisions of the law on accounting and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as its accounting currency. In case the Company mainly incurs economic transactions in a certain foreign currency, it may select that foreign currency as the accounting currency, take responsibility before the law for such selection, and notify the directly managing tax authority.

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS

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

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

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on disclosure of information in the securities market and submit them to the competent state authority.

Article 50. Annual reports

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

CHAPTER XVI

AUDIT OF THE COMPANY

Article 51. Audit

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

CHAPTER XVII

COMPANY SEAL

Article 52. Company seal

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

CHAPTER XVIII

DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

The Company may be dissolved in the following circumstances:

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

Article 54. Liquidation

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

CHAPTER XIX

SETTLEMENT OF INTERNAL DISPUTES

Article 55. Settlement of internal disputes

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

The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Except where the dispute concerns the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and require each party to present relevant information concerning the dispute within thirty (30) working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the

Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

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

CHAPTER XX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 56. Charter of the Company

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

CHAPTER XXI

EFFECTIVE DATE

Article 57. Effective date

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

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

Ngo Ngoc Thuong
General Director