

PETROVIETNAM OIL CORPORATION JOINT STOCK COMPANY
PETROVIETNAM OIL PHU YEN JOINT STOCK COMPANY

CHARTER OF ORGANIZATION AND OPERATION

DAK LAK, JULY 31, 2026

TABLE OF CONTENTS

I.	DEFINITIONS OF TERMS USED IN THIS CHARTER.....	5
	Article 1. Definitions	5
II.	NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY	6
	Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company.....	6
	Article 3. Legal Representative of the Company	7
III.	OBJECTIVES, BUSINESS SCOPE, AND OPERATION OF THE COMPANY.....	7
	Article 4. Objectives of the Company	7
	Article 5. Scope of Business and Operations of the Company	9
IV.	CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS	9
	Article 6. Charter Capital, Shares, and Founding Shareholders	9
	Article 7. Share Certificate	9
	Article 8. Other Securities Certificates	10
	Article 9. Transfer of Shares	10
V.	ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL...	10
	Article 10. Organizational Structure, Governance, and Control.....	10
VI.	SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	10
	Article 11. Rights of Shareholders.....	10
	Article 12. Obligations of Shareholders	12
	Article 13. General Meeting of Shareholders.....	13
	Article 14. Rights and Obligations of the General Meeting of Shareholders	15
	Article 15. Authorized Representatives and Authorization to Attend the General Meeting of Shareholders.....	17
	Article 16. Variation of Rights.....	17
	Article 17. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders	18
	Article 18. Conditions for Holding the General Meeting of Shareholders.....	20
	Article 19. Procedures for Conducting the General Meeting of Shareholders and Voting at the Meeting	20
	Article 20. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders	22

Article 21. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders	23
Article 22. Resolutions and Minutes of the General Meeting of Shareholders ..	24
Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders	25
VII. BOARD OF DIRECTORS.....	26
Article 24. Nomination and Self-Nomination of Members of the Board of Directors	26
Article 25. Composition and Term of Office of Members of the Board of Directors	27
Article 26. Powers and Duties of the Board of Directors.....	28
Article 27. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors	29
Article 28. Chairman of the Board of Directors.....	30
Article 29. Meetings of the Board of Directors.....	31
Article 30. Committees of the Board of Directors	34
Article 31. Person in Charge of Corporate Governance	34
VIII. DIRECTOR AND OTHER EXECUTIVES.....	35
Article 32. Management Structure.....	35
Article 33. Company Executives	35
Article 34. Appointment, Removal from Office, Powers and Duties of the Director	35
Article 35. Company Secretary	36
IX. BOARD OF SUPERVISORS	37
Article 36. Nomination and Self-Nomination of Supervisors.....	37
Article 37. Composition of the Board of Supervisors	37
Article 38. Head of the Board of Supervisors	37
Article 39. Powers and Duties of the Board of Supervisors.....	38
Article 40. Meetings of the Board of Supervisors	39
Article 41. Salary, Remuneration, Bonuses, and Other Benefits of Supervisors	39
X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE DIRECTOR, AND OTHER EXECUTIVES.....	40
Article 42. Duty of Honesty and Avoidance of Conflicts of Interest	40
Article 43. Liability for Damages and Compensation	41
XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS	41
Article 44. Right to Inspect Books and Records	41

XII. EMPLOYEES AND THE TRADE UNION.....	42
Article 45. Employees and the Trade Union	42
XIII. DISTRIBUTION OF PROFITS	42
Article 46. Distribution of Profits	42
XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM	43
Article 47. Bank Accounts	43
Article 48. Financial Year	43
Article 49. Accounting System	43
XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE OBLIGATIONS	43
Article 50. Annual, Semi-Annual, and Quarterly Financial Statements	43
Article 51. Annual Report	44
XVI. AUDIT OF THE COMPANY	44
Article 52. Audit	44
XVII. THE COMPANY'S SEAL	44
Article 53. The Company's Seal.....	44
XVIII. DISSOLUTION OF THE COMPANY	44
Article 54. Dissolution of the Company	44
Article 55. Liquidation.....	45
XIX. SETTLEMENT OF INTERNAL DISPUTES.....	45
Article 56. Settlement of Internal Disputes	45
XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER.....	46
Article 57. Charter	46
XXI. EFFECTIVE DATE	46
Article 58. Effective Date.....	46

PREAMBLE

This Charter was adopted by the 2026 Annual General Meeting of Shareholders on June 16, 2026.

I. DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set out below:

a) “Charter Capital” means the aggregate par value of the shares that have been sold, as specified in Article 6 of this Charter;

b) “Voting Capital” means the share capital under which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders;

c) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

d) “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

e) “Date of Establishment” means the date on which the Company was first issued the Enterprise Registration Certificate (formerly the Business Registration Certificate);

f) “Executive” means the Director, Deputy Director, Chief Accountant, and other executives appointed by the Board of Directors;

g) “Enterprise Manager” means the manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;

h) “Related Person” means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

i) “Shareholder” means an individual or organization owning at least one share of the Company;

j) “Founding Shareholder” means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the joint stock company;

k) “Major Shareholder” means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

l) “Operating Duration” means the operating period of the Company as provided in Article 2 of this Charter and approved by the General Meeting of Shareholders;

m) “Company” means PetroVietnam Oil Phu Yen Joint Stock Company;

n) “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.

o) “Person in Charge of Corporate Governance” means the person appointed by the Board of Directors in accordance with this Charter to support the Company's corporate governance, ensuring that the Company's governance activities are conducted effectively and in compliance with applicable laws and this Charter.

p) “Online General Meeting” means a General Meeting of Shareholders conducted through the application of modern information technology solutions to transmit the audio and/or visual proceedings of the meeting, enabling shareholders at different locations to attend, observe, discuss, and vote on matters at the meeting.

q) “Physical General Meeting” means a General Meeting of Shareholders at which shareholders attend in person, discuss, and vote on matters at a designated venue, rather than through the online format specified in Point (p) of this Clause.

r) “Online System” means the application, software system, or website used by the Company to facilitate the organization of online General Meetings of Shareholders and/or electronic voting.

s) “Attending Shareholder” means a shareholder who participates in the meeting by attending in person, attending online, voting remotely, or by any other method permitted by applicable law.

2. In this Charter, references to any provision of law or other legal document shall include any amendments, supplements, or replacement thereof.

3. The headings (Sections and Articles of this Charter) are included solely for convenience of reference and shall not affect the interpretation or substance of this Charter.

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

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company

1. Name of the Company

– Vietnamese Name: **CONG TY CO PHAN XANG DAU DAU KHI PHU YEN**

– English Name: **PETROVIETNAM OIL PHU YEN JOINT STOCK COMPANY**

– Trading Name: **PETROVIETNAM OIL PHU YEN JOINT STOCK COMPANY**

– Abbreviated Name: **PVOIL PHU YEN**

2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.

3. Registered Head Office of the Company:

– Address: 157–159 Hung Vuong Street, Tuy Hoa Ward, Dak Lak Province

– Telephone: (0257) 3828643 - 3823232

– Fax: (0257) 3828643

– E-mail: pvoilphuyen@phuyen.pvoil.vn

– Website: pvoilphuyen.com.vn

4. The Company may establish branches, representative offices, and business locations within its business areas to achieve its business objectives, subject to resolutions of the Board of Directors and as permitted by applicable law.

5. Unless dissolved or its operation is terminated in accordance with Article 54 of this Charter, the Company shall have an indefinite duration of operation.

Article 3. Legal Representative of the Company

1. The Company shall have one (01) Legal Representative. The Director shall be the Legal Representative of the Company.

2. Powers and Duties of the Legal Representative: The Legal Representative shall exercise the powers and perform the duties and obligations in accordance with the Law on Enterprises, this Charter, the Internal Regulations on Corporate Governance of the Company, and other regulations of the Company.

III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. Business Lines of the Company:

No.	Business Line Codes	Business Line
1	4671 (Primary)	Wholesale of solid, liquid and gaseous fuels and related products Business details: Wholesale of gasoline, petroleum products, and related products; wholesale of liquefied petroleum gas
2	1079	Manufacture of other food products n.e.c. Details: Production and processing of agricultural products for export
3	1610	Sawmilling and planing of wood; preservation of wood Details: Production and processing of forestry products for export.
4	9531	Repair and maintenance of motor vehicles and other motor vehicles
5	4782	Retail sale of spare parts and accessories for motor vehicles and other motor vehicles
6	4620	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals Details: Trading in agricultural and forestry products
7	4632	Wholesale of food Details: Trading in seafood for export and domestic consumption
8	4659	Wholesale of machinery, equipment and other machine parts Details: Trading in machinery, equipment and replacement parts
9	4673	Wholesale of construction materials and other installation supplies
10	4679	Other specialized wholesale not elsewhere classified
11	4690	Non-specialized wholesale trade

12	4711	Retail sale in non-specialized stores with food, beverages, tobacco and tobacco products predominating
13	4773	Retail sale of other new goods (excluding motor vehicles, motorcycles and their parts and accessories)
14	4933	Freight transport by road Details: Freight transport services (including transportation of liquid cargo)
15	5210	Warehousing and storage
16	5225	Service activities incidental to land transportation Details: Operation of bus stations and car parks (not conducted at the Company's head office); road towing and roadside assistance services
17	5510	Hotels and similar accommodation
18	5610	Restaurants and mobile food service activities
19	5621	Event catering and other occasional food service activities
20	5629	Other food service activities
21	5630	Beverage serving activities Details: Coffee shops and refreshment services; other beverage serving activities.
22	6622	Activities of insurance agents and brokers Details: Insurance agency services.
23	6810	Real estate business; rights to use land owned, used or leased
24	7310	Advertising
25	4662	Wholesale of spare parts and accessories for motor vehicles and other motor vehicles
26	1920	Manufacture of refined petroleum products and fossil fuel products
27	3290	Other manufacturing not elsewhere classified
28	Business lines without corresponding codes under the Vietnam Standard Industrial Classification	Import of: gasoline, petroleum products, supplies, lubricants, gas, machinery and equipment serving agriculture (excluding plant protection chemicals) and the construction industry; agricultural and forestry products; means of transport; and consumer goods

(The Company shall comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, other relevant laws applicable to its business operations, and the business conditions applicable to conditional business lines).

2. Objectives, Mission and Vision of the Company:

- Objectives: To operate profitably; preserve and develop the Company's capital; safeguard the legitimate interests of shareholders; create employment opportunities and provide stable income for employees; fulfill all obligations to the State; and ensure the sustainable growth and long-term development of the Company.

- Mission: To continuously pursue values that enhance the quality of life.

- Vision: To become a leading, reputable and professional enterprise in the petroleum business in Phu Yen Province and neighboring provinces.

Article 5. Business Scope and Operations of the Company

1. The Company may formulate plans and carry out all business activities within its registered business lines as published on the National Business Registration Portal and specified in this Charter, in accordance with applicable laws, and may take all appropriate measures to achieve the Company's objectives.

2. The Company may conduct business in other sectors that are not prohibited by law and have been approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Company's charter capital is VND 140,267,840,000 (in words: One hundred forty billion two hundred sixty-seven million eight hundred forty thousand Vietnamese Dong).

The Company's total charter capital is divided into 14,026,784 shares, each having a par value of VND 10,000.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the applicable provisions of law.

3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with the applicable laws and regulations.

5. The Company has no founding shareholders.

6. Ordinary shares shall first be offered to the existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by the existing shareholders shall be disposed of as determined by the Board of Directors. The Board of Directors may allocate such shares to existing shareholders and other persons on terms and conditions that are not more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by applicable laws and regulations.

7. The Company may repurchase shares that it has issued in accordance with the procedures set out in this Charter and the applicable laws and regulations.

8. The Company may issue other types of securities in accordance with the applicable laws and regulations.

Article 7. 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 security certifying the lawful rights and interests of its holder in respect of a portion of the charter capital of the issuing organization. A share certificate shall contain all particulars required under Clause 1, Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of receipt of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within two (2) months from the date on which full payment for the subscribed shares is made in accordance with the Company's share issuance plan, the owner of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any fee for the printing of the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be entitled to request the Company to reissue the share certificate. Such request shall include the following information:

a) Information relating to the share certificate that has been lost, damaged, or otherwise destroyed;

b) An undertaking to assume responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares shall be freely transferable unless otherwise provided in this Charter or by applicable laws. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferable, and the holders thereof shall not be entitled to the related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from the Company's equity, the pre-emptive right to subscribe for newly offered shares, and other rights and benefits as prescribed by applicable laws.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 10. Organizational Structure, Governance, and Control

The organizational structure for the management, governance, and supervision of the Company comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Board of Supervisors.
3. Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have the rights and

obligations corresponding to the number and class of shares they own. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.

2. Ordinary shareholders shall have the following rights:

a) To attend, speak at, and exercise voting rights at the General Meeting of Shareholders, either in person, through an authorized representative, or by other methods as provided in this Charter and applicable laws. Each ordinary share shall carry 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 respective holdings of ordinary shares in the Company;

d) To freely transfer their shares to other persons, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other applicable laws;

e) To examine, inspect, and obtain extracts of information relating to the names and contact addresses of shareholders in the list of shareholders entitled to vote, and to request correction of inaccurate information concerning themselves;

f) To examine, inspect, obtain extracts of, or make copies of the Company's Charter, the minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

g) To receive a portion of the remaining assets corresponding to their shareholding ratio in the Company upon the dissolution or bankruptcy of the Company;

h) To require the Company to repurchase their shares in the cases provided for in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits upon its holder. Where the Company has preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;

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

l) Other rights as provided by applicable laws and this Charter.

3. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To examine, inspect, and obtain extracts of the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board

of Directors, and other documents, except those relating to the Company's trade secrets or business secrets;

c) To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and shall include: the full name, contact address, nationality and legal identification number in respect of an individual shareholder; the name, enterprise registration number or legal identification number, and head office address in respect of an institutional shareholder; the number of shares held and the date of share registration of each shareholder; the total number of shares held by the group of shareholders and the percentage of ownership in the total shares of the Company; the matter to be inspected and the purpose of the inspection;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (3) working days before the opening date of the meeting. The proposal shall clearly state the shareholder's name, the number of each class of shares held, and the matter proposed for inclusion in the meeting agenda;

e) Other rights as provided by applicable laws and this Charter.

4. To nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors shall notify the attending shareholders of the formation of such group before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors to be elected, a shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates in accordance with Clause 2, Article 24 and Clause 1, Article 36 of this Charter for election to the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by such shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

5. Other rights as provided by applicable laws and this Charter.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time the amount subscribed for the shares they have committed to purchase.

2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws all or part of the contributed capital in violation of this Clause, such shareholder and any related persons having interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages incurred.

3. To comply with the Company's Charter and the Company's Internal Regulations

on Corporate Governance.

4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential all information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of their lawful rights and interests; and not to disclose, reproduce, or transmit such information to any other organization or individual.

6. To attend the General Meeting of Shareholders and exercise voting rights by one of the following methods:

a) Attending and voting in person at the meeting;

b) Authorizing another individual or organization to attend and vote on their behalf at the meeting;

c) Attending and voting through an online meeting, electronic voting, or other electronic means;

d) Sending voting ballots to the meeting by post, facsimile, or electronic mail;

e) Sending voting ballots by other means as prescribed by applicable laws.

7. To bear personal responsibility where they act in the name of the Company in any form to carry out any of the following acts:

a) Violating the law;

b) Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;

c) Paying debts before they become due, thereby exposing the Company to financial risks.

8. Where a shareholder attends and votes at the General Meeting of Shareholders by the method specified in Point c, Clause 6 of this Article, the shareholder shall be responsible for maintaining the confidentiality of all information relating to the online account, shall acknowledge the voting results cast through such online account, and shall comply with other obligations prescribed in the Internal Regulations on Corporate Governance and other relevant regulations of the Company.

9. In the event of any change in personal information or contact details, the shareholder shall promptly and accurately notify such change to the securities depository institution or to the Company (if the shares have not yet been deposited).

10. Other obligations as provided by applicable laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders with voting rights and shall be the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be convened once each year within four (4) months from the end of the fiscal year. Where necessary, the Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders, provided that such extension shall not exceed six (6) months from the end of the fiscal year. In addition to the annual meeting, extraordinary General Meetings of Shareholders may be convened.

The venue of a General Meeting of Shareholders shall be the location where the Chairman of the meeting is present and must be within the territory of Vietnam.

The annual or extraordinary General Meeting of Shareholders may be held in the form of a physical meeting, a virtual meeting, or a combination of both. The form of each General Meeting of Shareholders shall be determined by the convener of the meeting and notified to the shareholders in the notice convening the meeting.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by applicable laws and this Charter, including, in particular, the approval of the audited annual financial statements. Where the independent auditor's report on the Company's annual financial statements contains a material qualified opinion, an adverse opinion, or a disclaimer of opinion, the Company shall invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

a) Where the Board of Directors considers it necessary for the interests of the Company;

b) Where the quarterly, semi-annual, or audited annual financial statements show that the Company's equity has decreased by one-half (1/2) or more compared with the beginning of the accounting period;

c) Where the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is fewer than the minimum number required by applicable laws and this Charter;

d) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, stating the reasons for and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in several counterparts which collectively contain the signatures of all relevant shareholders;

e) Upon the request of the Board of Supervisors;

f) Other cases as provided by applicable laws.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene the General Meeting of Shareholders within thirty (30) days from: (i) the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the minimum prescribed in Point c, Clause 3 of this Article; (ii) the date of the audited annual financial statements reflecting the circumstance specified in Point b, Clause 3 of this Article; or (iii) the date of receipt of the requests specified in Points d and e, Clause 3 of this Article.

b) If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following thirty (30)

days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Board of Supervisors also fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point d, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises;

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening and conducting the meeting and the adoption of resolutions by the General Meeting of Shareholders. All reasonable expenses incurred in convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include the costs incurred by shareholders attending the meeting, including accommodation and travel expenses.

d) The procedures for organizing a General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises, this Charter, and the Company's Internal Regulations on Corporate Governance.

Article 14. 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 Company's development strategy;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements;
- e) To approve amendments and supplements to the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase by the Company of its issued shares;
- h) To consider and deal with violations committed by members of the Board of Directors or the Board of Supervisors that cause damage to the Company and 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 Board of Supervisors;
- k) To approve, amend, or supplement the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;

l) To approve the list of approved audit firms; to appoint an approved audit firm to audit the Company's operations and dismiss the approved auditor when deemed necessary;

m) Other rights and obligations as provided by applicable lawst.

2. The General Meeting of Shareholders shall discuss and approve 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 corporate governance and the performance of the Board of Directors and each of its members;

d) The report of the Board of Supervisors on the Company's business performance and on the performance of the Board of Directors and the Director;

e) The self-assessment report on the performance of the Board of Supervisors and each Supervisor;

f) The dividend rate for each class of shares;

g) The number of members of the Board of Directors and the Board of Supervisors;

h) The election, dismissal, or removal of members of the Board of Directors and members of the Board of Supervisors;

i) The budget or the total remuneration, bonuses, and other benefits of the Board of Directors and the Board of Supervisors;

j) To approve the list of approved audit firms and decide on the appointment of an approved audit firm to audit the Company's activities whenever deemed necessary;

k) Amendments and supplements to the Company's Charter;

l) The classes and number of new shares to be issued for each class of shares;

m) The division, demerger, consolidation, merger, or conversion of the Company;

n) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;

o) Investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements;

p) The repurchase by the Company of its issued shares;

q) The Company's entry into contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises where the transaction value is equal to or exceeds thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements;

r) The approval of transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

s) The approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the

Board of Supervisors;

t) Other matters as provided by applicable laws and this Charter.

3. All resolutions and matters included in the meeting agenda shall be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized Representatives and Authorization to Attend the General Meeting of Shareholders

1. An organizational shareholder of the Company may authorize one or more authorized representatives to exercise its rights and perform its obligations. The appointment of authorized representatives shall comply with applicable laws and this Charter.

2. A shareholder or an authorized representative of an organizational shareholder may attend the General Meeting of Shareholders in person, authorize one or more individuals or organizations to attend on their behalf, or participate through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

3. Any authorization of an individual or organization to attend the General Meeting of Shareholders pursuant to Clause 2 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil laws and shall specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the contents and scope of the authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the prior consent of the original authorizing party shall be obtained, and the attendee shall additionally present the original power of attorney granted by the shareholder or the authorized representative of the organizational shareholder (unless such document has previously been registered with the Company).

4. The voting ballot cast by an authorized representative within the scope of the authorization shall remain valid notwithstanding the occurrence of any of the following events:

- a) The authorizing party dies, has limited legal capacity, or loses legal capacity;
- b) The authorizing party revokes the appointment of the authorized representative;
- c) The authorizing party revokes the authority granted to the authorized representative.

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 the reconvened meeting is held.

5. Where the General Meeting of Shareholders is conducted in the form of an online meeting and/or electronic voting or by other electronic means, the authorization process shall be carried out in accordance with the Company's Internal Regulations on Corporate Governance.

Article 16. Variation of Rights

1. Any amendment to or cancellation of the special rights attached to a class of preference shares shall be effective only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall only be adopted if approved by shareholders attending and voting at the meeting who hold at least seventy-five percent (75%) of the total outstanding preference shares of that class, or by shareholders holding at least seventy-five percent (75%) of the total outstanding preference shares of that class in the case of a written resolution.

2. A meeting of holders of a class of preference shares convened to approve the amendment of the rights referred to above shall be valid only if attended by at least two (2) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days, and the shareholders holding shares of that class who attend in person or through authorized representatives shall constitute a valid quorum regardless of the number of attendees or the number of shares represented. At such meetings, shareholders holding that class of shares who attend in person or through authorized representatives may request that voting be conducted by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be the same as those prescribed in Articles 18, 19, and 20 of this Charter .

4. Unless otherwise provided in the terms and conditions of issuance of the shares, the special rights attached to any class of preference shares relating to the distribution of the Company's profits or assets, whether in respect of some or all matters, shall not be deemed to have been varied by the issuance of additional shares of the same class.

Article 17. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the circumstances specified in Clause 3, Article 13 of this Charter.

2. The convener of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date on which the notice of the meeting is sent. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare the meeting documents;

d) Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;

e) Determine the time and venue of the meeting;

f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Perform other tasks necessary for the organization of the meeting.

3. The notice convening the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' registered contact addresses. The notice shall also be published on the Company's website, the website of the State Securities Commission of Vietnam, the Stock Exchange where the Company's shares are listed or registered for trading, and on the online system where electronic voting is organized. The convener of the General Meeting of Shareholders shall send the notice to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda and documents relating to matters to be voted on at the General Meeting of Shareholders shall be sent to the shareholders and/or posted on the Company's website. Where such documents are not enclosed with the notice of meeting, the notice shall clearly specify the link to the full set of meeting documents so that shareholders may access them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list of candidates and detailed information on each candidate in the case of election of members of the Board of Directors or the Board of Supervisors;

c) Voting ballots;

d) Draft resolutions for each matter included in the meeting agenda.

4. A shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter shall have the right to propose additional matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (3) working days before the opening date of the meeting. The proposal shall clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject a proposal referred to in Clause 4 of this Article in any of the following cases:

a) The proposal is not submitted in accordance with Clause 4 of this Article;

b) At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least five percent (5%) of the Company's ordinary shares as prescribed in Clause 3, Article 11 of this Charter;

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as provided by applicable laws and this Charter.

6. The convener of the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. Such proposal shall be officially included in the agenda and contents of the meeting upon approval by

the General Meeting of Shareholders.

Article 18. Conditions for Holding the General Meeting of Shareholders

1. A General Meeting of Shareholders shall proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting rights.

2. If the first meeting fails to satisfy the quorum requirement specified in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall proceed when the shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting rights.

3. If the second meeting fails to satisfy the quorum requirement specified in Clause 2 of this Article, a notice convening the third meeting shall be sent within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall proceed regardless of the total voting rights represented by the shareholders attending the meeting.

Article 19. Procedures for Conducting the General Meeting of Shareholders and Voting at the Meeting

1. Before the opening of the meeting, the Company shall conduct shareholder registration and shall continue the registration process until all shareholders entitled to attend the meeting have completed registration, in accordance with the following procedures:

a) Upon registration, the Company shall issue a voting card to each shareholder or authorized representative entitled to vote. The voting card shall specify the registration number, the name of the shareholder, the name of the authorized representative (if any), and the number of votes attached to such shareholder's shares. The General Meeting of Shareholders shall discuss and vote on each agenda item separately. Voting shall be conducted by way of votes in favor, votes against, abstentions, or other methods prescribed in the Regulations on the Organization of the General Meeting of Shareholders. The vote-counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting of Shareholders shall elect the vote-counting committee or vote supervisors upon the proposal of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairman's proposal;

b) Any shareholder, authorized representative of an organizational shareholder, or proxy arriving after the opening of the meeting shall be entitled to register immediately and, after registration, shall have the right to attend and vote at the meeting. The Chairman shall not be required to suspend the meeting to allow late attendees to register, and the validity of any resolutions or matters voted on prior to their arrival shall remain unaffected.

2. The election of the Chairman, the Secretary, and the vote-counting committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as Chairman of the General Meeting of Shareholders or may authorize another member of the Board of Directors to do so. If the Chairman is absent or temporarily unable to perform his/her duties, the

remaining members of the Board of Directors shall elect one of themselves by majority vote to act as Chairman. If no Chairman can be elected, the Head of the Board of Supervisors shall preside over the meeting to enable the General Meeting of Shareholders to elect a Chairman from among the attendees, and the person receiving the highest number of votes shall serve as Chairman of the meeting;

b) Except for the case specified in Point a of this Clause, the person convening the General Meeting of Shareholders shall preside over the election of the Chairman, and the candidate receiving the highest number of votes shall serve as Chairman of the meeting;

c) The Chairman shall appoint one or more persons to act as the Secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairman.

3. The agenda and contents of the meeting shall be approved by the General Meeting of Shareholders at the opening session. The agenda shall clearly specify the time allocated for each agenda item.

4. The Chairman of the meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of the attending shareholders. The convener of the meeting may adopt measures deemed appropriate to:

a) Arrange seating at the meeting venue;

b) Ensure the safety and security of all persons present at the meeting venue in the case of a physical meeting;

c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The convener shall have full authority to modify the above measures and adopt any other measures deemed necessary, including the issuance of admission passes or the application of other appropriate access control measures.

5. A shareholder or proxy arriving after the meeting has commenced shall still be entitled to register and vote immediately after registration. In such case, the validity of any matters previously voted upon shall remain unaffected.

6. The convener or the Chairman of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo lawful and reasonable security and safety checks or other appropriate security measures;

b) To request the competent authorities to maintain order at the meeting and to remove any person who fails to comply with the Chairman's directions, deliberately disrupts the meeting, obstructs its orderly conduct, or refuses to comply with lawful security or safety requirements.

7. The Chairman may adjourn a General Meeting of Shareholders for which the required quorum has been satisfied for a period not exceeding three (3) working days from the scheduled opening date, and may adjourn the meeting or change the meeting venue only in the following circumstances:

a) The meeting venue does not have sufficient seating capacity to accommodate all attendees conveniently;

b) The communication facilities at the meeting venue are inadequate to enable shareholders to participate, discuss, and vote;

c) Any attendee obstructs or disrupts the meeting, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

8. If the Chairman adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman and conduct the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and effective.

9. Where the Company applies modern technology to organize the General Meeting of Shareholders by means of an online meeting, the procedures for registration for online attendance and electronic voting shall be implemented in accordance with the Company's Internal Regulations on Corporate Governance as approved by the General Meeting of Shareholders. The Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.

Article 20. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1, Article 16 and Clauses 3 and 4 of this Article:

a) Classes of shares and the total number of shares of each class;

b) Changes to the Company's business lines and business sectors;

c) Changes to the Company's organizational and management structure;

d) Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements;

e) Reorganization or dissolution of the Company.

2. Resolutions on other matters shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1, Article 16 and Clauses 1, 3, and 4 of this Article.

3. A resolution adopted by way of written ballot shall be valid if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote.

4. The election of members of the Board of Directors and members of the Board of Supervisors shall be conducted by the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned

multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. A shareholder may allocate all or part of his/her total votes to one or more candidates. Candidates receiving the highest number of votes shall be elected in descending order until the required number of members as prescribed in this Charter has been filled. Where two (2) or more candidates receive an equal number of votes for the last available seat on the Board of Directors or the Board of Supervisors, a re-election shall be held among those candidates, or the selection shall be made in accordance with the criteria set out in the election regulations or this Charter.

5. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises or this Charter.

Article 21. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors may obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders whenever it considers such action necessary in the interests of the Company. Written consultation may be conducted for all matters within the authority of the General Meeting of Shareholders, except for the election of members of the Board of Directors and members of the Board of Supervisors.

2. The Board of Directors shall prepare the voting ballot, the draft resolution of the General Meeting of Shareholders, explanatory documents relating to the draft resolution, and send them to all shareholders entitled to vote no later than fifteen (15) days before the deadline for returning the completed voting ballots. The requirements and methods for sending the voting ballots and accompanying documents shall comply with Clause 3, Article 17 of this Charter.

3. A voting ballot shall contain the following principal contents:

- a) The Company's name, head office address, and enterprise registration number;
- b) The purpose of obtaining shareholders' opinions;

c) For an individual shareholder: full name, contact address, nationality, and legal identification number; for an organizational shareholder: name, enterprise registration number or legal document number, head office address, or for the representative of an organizational shareholder: full name, contact address, nationality, and legal identification number; the number of shares of each class and the corresponding voting rights of the shareholder;

d) The matters submitted for approval;

e) Voting options, including For, Against, and Abstention for each matter submitted;

f) The deadline for returning the completed voting ballot to the Company;

g) The full name and signature of the Chairman of the Board of Directors.

4. Where the Board of Directors decides to obtain shareholders' written opinions by electronic voting or other electronic means, the contents and format of the written

voting ballot shall comply with the Company's Internal Regulations on Corporate Governance.

5. Shareholders may return their completed voting ballots to the Company as follows:

a) Where the ballot is returned by post, it must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The ballot must be placed in a sealed envelope, which shall not be opened before the vote counting;

b) Where the ballot is returned by facsimile or electronic mail, its contents must remain confidential until the vote-counting process commences;

c) Electronic voting or other electronic means may be used where the Board of Directors organizes the written consultation in such form;

d) Voting ballots received after the deadline specified in the voting ballot, ballots opened before the vote count in the case of postal submission, or ballots whose contents have been disclosed before the vote count in the case of facsimile or electronic mail shall be deemed invalid. Any voting ballot not returned shall be deemed a non-vote.

6. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold any managerial position in the Company. The vote-counting minutes shall include the following principal contents:

a) The Company's name, head office address, and enterprise registration number;

b) The purpose of the written consultation and the matters submitted for approval;

c) The number of shareholders participating in the voting, the total number of voting rights represented, distinguishing between valid and invalid ballots, and the method by which the ballots were submitted, together with an appendix listing the participating shareholders;

d) The total number of votes For, Against, and Abstentions for each matter;

e) The matters approved and the corresponding approval ratios;

f) The full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, the vote counters, and the vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall jointly bear liability for any damages arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

7. The vote-counting minutes and the resolutions shall be sent to all shareholders within fifteen (15) days from the completion of the vote count. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours after completion of the vote count.

8. The completed voting ballots, the vote-counting minutes, the adopted resolutions, and all documents accompanying the voting ballots shall be kept at the Company's head office.

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

1. The proceedings of the General Meeting of Shareholders shall be recorded in minutes and may also be audio-recorded or recorded and stored in another electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. The minutes shall contain the following principal contents:

- a) The Company's name, head office address, and enterprise registration number;
- b) The time and venue of the General Meeting of Shareholders;
- c) The meeting agenda and contents;
- d) The full names of the Chairman and the Secretary of the meeting;
- e) A summary of the proceedings of the meeting and the opinions expressed by shareholders on each agenda item;
- f) The number of shareholders attending the meeting and the total voting rights represented, together with the appendix containing the list of registered shareholders and shareholders' representatives attending the meeting, specifying the number of shares held and the corresponding voting rights;
- g) The total number of votes cast for each matter submitted for voting, specifying the voting method, the total number of valid votes, invalid votes, votes For, Against, and Abstentions, together with the corresponding percentages of the total voting rights represented by the attending shareholders;
- h) The matters approved and the corresponding voting results;
- i) The full names and signatures of the Chairman and the Secretary. Where the Chairman or the Secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and provided that they contain all the information required under this Clause. The minutes shall clearly state that the Chairman and/or the Secretary refused to sign them.

2. The minutes of the General Meeting of Shareholders shall be completed and approved before the close of the meeting. The Chairman, the Secretary of the meeting, or any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of their contents.

3. The Vietnamese version and the foreign-language version of the minutes shall have equal legal validity. In the event of any inconsistency between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

4. The resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting, powers of attorney for attendance, all documents attached to the minutes (if any), and documents enclosed with the notice convening the meeting shall be disclosed in accordance with the laws on information disclosure in the securities market and shall be kept 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 the minutes of the General Meeting of Shareholders, or the vote-counting minutes in respect of a written resolution of the General Meeting of Shareholders, a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the

right to request the Court or an Arbitration Tribunal to review and annul all or part of a resolution of the General Meeting of Shareholders in the following circumstances:

1. The procedures for convening the General Meeting of Shareholders or adopting its resolutions seriously violate the provisions of the Law on Enterprises or this Charter, except for the case specified in Clause 3, Article 20 of this Charter.

2. The contents of the resolution violate applicable laws or this Charter.

VII. BOARD OF DIRECTORS

Article 24. Nomination and Self-Nomination of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Each candidate for the Board of Directors shall provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed and shall undertake to perform his or her duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The information to be disclosed for each candidate shall include:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions currently held (including positions as a member of the board of directors of other companies);
- e) Interests related to the Company and its related parties;
- f) The name of the shareholder or group of shareholders nominating the candidate (if any);
- g) Other relevant information (if any);

The Company shall also disclose information regarding companies in which the candidate currently serves as a member of the board of directors or holds other managerial positions, as well as the candidate's interests relating to such companies (if any).

2. Shareholders holding ordinary shares may aggregate their voting rights for the purpose of nominating candidates to the Board of Directors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (1) candidate; from ten percent (10%) to less than thirty percent (30%), up to two (2) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (3) candidates; from forty percent (40%) to less than fifty percent (50%), up to four (4) candidates; from fifty percent (50%) to less than sixty percent (60%), up to five (5) candidates; from sixty percent (60%) to less than seventy percent (70%), up to six (6) candidates; from seventy percent (70%) to less than eighty percent (80%), up to seven (7) candidates; and from eighty percent (80%) or more, up to eight (8) candidates.

3. Where the number of candidates nominated or self-nominated for the Board of

Directors remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize further nominations in accordance with this Charter, the Company's Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Any additional candidates nominated by the incumbent Board of Directors shall be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.

4. A member of the Board of Directors shall satisfy the qualifications and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises.

5. An independent member of the Board of Directors shall satisfy the following qualifications and conditions:

a) Not currently employed by the Company or any subsidiary of the Company, and not having been employed by the Company or any subsidiary of the Company for at least three (3) consecutive years immediately preceding the appointment;

b) Not currently receiving any salary or remuneration from the Company, except for allowances payable to members of the Board of Directors in accordance with applicable regulations;

c) Not being the spouse, biological parent, adoptive parent, biological child, adopted child, sibling of a major shareholder of the Company, or of a manager of the Company or any subsidiary of the Company;

d) Not directly or indirectly owning one percent (1%) or more of the total voting shares of the Company;

đ) Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the preceding five (5) consecutive years, except where such person has been appointed continuously for two (2) consecutive terms.

Article 25. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors of the Company shall consist of no more than seven (7) members.

2. The term of office of a member of the Board of Directors shall not exceed five (5) years, and such member may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (2) consecutive terms. Where the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve until their successors are elected and assume their duties.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors shall ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall, to the greatest extent possible, limit the number of members of the Board of Directors concurrently holding executive positions within the Company in order to maintain the independence of the Board of Directors.

Independent members of the Board of Directors shall constitute at least one-third (1/3) of the total number of members of the Board of Directors.

The rights, obligations, organization, and coordination mechanisms applicable to independent members of the Board of Directors shall be specifically provided for in the Operating Regulations of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office where he or she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of a member of the Board of Directors shall be publicly disclosed in accordance with the laws governing information disclosure in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 26. Powers and Duties of the Board of Directors

1. The Board of Directors shall be the management body of the Company and shall have full authority to act on behalf of the Company in deciding and exercising the rights and performing the obligations of the Company, except for those matters falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by applicable laws, this Charter, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties :

a) To decide on the Company's development strategy, medium-term development plan, and annual business plan;

b) To propose the classes of shares and the total number of shares of each class authorized for offering;

c) To decide on the sale of authorized but unissued shares of each class and on other forms of capital mobilization;

d) To determine the offering price of the Company's shares and bonds;

e) To decide on investment plans and investment projects within its authority and in accordance with applicable laws;

f) To decide on the sale of the Company's shares or capital contributions in other companies;

g) To decide on market development, marketing, and technology strategies;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into, or terminate employment contracts with the Director and other key managers as prescribed by this Charter; to determine their salaries, remuneration, bonuses, and other benefits; to appoint the Company's authorized representatives at other enterprises; to decide on the appointment, dismissal, removal, or nomination for

appointment or dismissal of the Chairmans, members of the Board of Directors, Supervisors, and Directors of subsidiaries based on the proposal of the Director; and to determine the remuneration and other benefits of such persons;

j) To supervise and direct the Director and other managers in the day-to-day management of the Company's business operations;

k) To decide on the organizational structure and internal management regulations of the Company (except for regulations falling within the authority of the General Meeting of Shareholders); to decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions to or acquisition of shares in other enterprises;

l) To approve the agenda and documents for meetings of the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders, or organize written consultations of shareholders for the adoption of resolutions of the General Meeting of Shareholders;

m) To submit the audited annual financial statements to the General Meeting of Shareholders;

n) To recommend the dividend rate; to determine the time and procedures for dividend payment or measures for handling business losses;

o) To appoint and dismiss persons authorized by the Company to act as its commercial representatives and legal counsel;

p) To propose the reorganization or dissolution of the Company and to petition for the Company's bankruptcy;

q) To promulgate the Operating Regulations of the Board of Directors, the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;

r) To require the Director, Deputy Directors, and other managers of the Company to provide information and documents relating to the Company's financial condition, business operations, and the operations of its affiliated units;

s) To exercise other rights and perform other obligations as provided by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on its activities in accordance with applicable laws.

Article 27. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days reasonably required to perform the duties of each member and the daily rate of remuneration. The Board of Directors shall determine the remuneration payable to each member on the basis of consensus. The aggregate remuneration and bonuses payable to the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.

3. The total amount paid to each member of the Board of Directors, including remuneration, additional remuneration referred to in Clause 5 of this Article, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, its affiliated companies, and other companies in which such member represents the Company's contributed capital, shall be separately disclosed in detail in the Company's Annual Report. The remuneration of members of the Board of Directors shall be presented as a separate item in the Company's annual financial statements.

4. The remuneration of each member of the Board of Directors shall be recognized as a business expense 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 its annual meeting.

5. A member of the Board of Directors who concurrently holds an executive position, serves on committees of the Board of Directors, or performs duties beyond the normal responsibilities of a member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, a percentage of profits, or in another form as determined by the Board of Directors.

6. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses actually incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees established by the Board of Directors.

7. The Company may purchase directors' and officers' liability insurance for members of the Board of Directors with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of applicable laws or this Charter by members of the Board of Directors.

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 of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of Director.

3. The Chairman of the Board of Directors shall have the following rights and duties:

- a) To formulate the agenda and work plan of the Board of Directors;
- b) To prepare the agenda, contents, and documents for meetings of the Board of Directors; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- e) To chair meetings of the General Meeting of Shareholders;
- f) To exercise other rights and perform other duties as prescribed by the Law on Enterprises and this Charter.

4. Where the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of such dismissal or removal.

5. Where the Chairman of the Board of Directors is absent or unable to perform his or her duties, he or she shall authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairman. If no such authorization is made, or if the Chairman dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory drug rehabilitation establishment or compulsory educational institution, absconds from his or her place of residence, has limited legal capacity or has lost legal capacity, has cognitive or behavioral difficulties, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one of themselves to act as Chairman by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (7) working days from the completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. Where two (2) or more members receive the same highest number or percentage of votes, the members shall elect one (1) of them by majority vote to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the Director or at least five (5) other managers;

c) At the request of at least two (2) members of the Board of Directors;

4. Any request referred to in Clause 3 of this Article shall be made in writing and shall specify the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (7) working days from the date of receipt of a request referred to in Clause 3 of this Article. If the Chairman fails to convene such meeting, he or she shall be liable for any damage caused to the Company, and the requesting person(s) shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting no later than three (3) working days before the meeting date. The notice shall specify the time and venue of the meeting, the agenda, the matters to be discussed and decided, and shall be accompanied by the meeting documents and the voting ballot for each member.

The notice of a meeting of the Board of Directors may be sent by invitation letter, telephone, facsimile, electronic means, or any other method prescribed by this Charter, provided that it reaches the registered contact address of each member of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the Supervisors in the same manner as to the members of the Board of Directors.

Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be valid if attended by at least three-fourths (3/4) of the total number of members. If the quorum is not met, a second meeting shall be convened within seven (7) days from the scheduled date of the first meeting. The second meeting shall be valid if attended by more than one-half of the total number of members of the Board of Directors.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting if he or she:

- a) Attends and votes in person at the meeting;
- b) Authorizes another person to attend and vote in accordance with Clause 13 of this Article;
- c) Attends and votes through a virtual meeting, electronic voting, or other electronic means;
- d) Sends a voting ballot to the meeting by post, facsimile, or electronic mail;
- e) Sends a voting ballot by other means.

10. Where a voting ballot is sent by post, it shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (1) hour before the opening of the meeting. The voting ballot shall be opened only in the presence of all attendees.

11. Voting

a) Except as provided in Point b of this Clause, each member of the Board of Directors, or a duly authorized proxy under Clause 9 of this Article who is personally present at the meeting, shall have one (1) vote;

b) A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which such member or his or her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum for the discussion and decision of matters on which he or she is not entitled to vote;

c) Subject to Point d of this Clause, where an issue arises at a meeting concerning the interests or voting rights of a member of the Board of Directors and the member does not voluntarily abstain from voting, the ruling of the Chairman shall be final, unless the nature or extent of such member's interest has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract referred to in Points a and b, Clause 6, Article 42 of this Charter shall be deemed to have a material

interest in such contract.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company, and who is aware of such interest, shall disclose it at the first meeting of the Board of Directors considering such contract or transaction. Where the member was not aware of such interest at the time the contract or transaction was entered into, he or she shall disclose the interest at the first meeting of the Board of Directors held after becoming aware that he or she has or will have such interest.

13. Members of the Board of Directors shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his or her behalf only with the approval of a majority of the members of the Board of Directors.

14. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of an equality of votes, the final decision shall follow the vote of the Chairman of the Board of Directors.

15. Meetings of the Board of Directors may be conducted by teleconference or other electronic means among members located in different places, provided that each participating member is able to:

- a) Hear every other participating member speaking during the meeting;
- b) Speak simultaneously with all other participating members.

Communication among members may be conducted directly by telephone or other means of communication (whether such means existed at the time of adoption of this Charter or are developed thereafter), or by any combination of such methods. Members participating in such meeting shall be deemed to be present at the meeting. The venue of such meeting shall be the location where the largest group of participating members is gathered, or, if no such group exists, the location where the Chairman of the meeting is present.

16. The Board of Directors may obtain written opinions of its members for the adoption of resolutions on matters falling within its authority under Clause 2, Article 26 of this Charter.

A resolution adopted by way of written consultation shall be valid if approved by a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a meeting of the Board of Directors.

17. Meetings of the Board of Directors shall be recorded in minutes and may also be audio-recorded or recorded and stored in another electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language (where necessary), and shall contain the principal contents prescribed in Article 158 of the Law on Enterprises. The Chairman of the Board of Directors shall be responsible for sending the minutes to all members of the Board of Directors, and such minutes shall constitute conclusive evidence of the proceedings of the meeting unless objections to their contents are raised within ten (10) days from the date of dispatch.

The minutes shall be signed by the Chairman of the meeting and the Secretary, both of whom shall be responsible for the truthfulness and accuracy of their contents. Where the Chairman or the minute-taker refuses to sign the minutes, the minutes shall

nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and containing all the information required under Points a, b, c, d, đ, e, g and h, Clause 1, Article 158 of the Law on Enterprises. The minutes shall clearly state the refusal of the Chairman or the minute-taker to sign. The signatories to the minutes shall be jointly responsible for the truthfulness and accuracy of the contents. The Chairman and the minute-taker shall bear personal liability for any damage caused to the Company by their refusal to sign the minutes in accordance with the Law on Enterprises, this Charter, and applicable laws.

The minutes of meetings of the Board of Directors and all documents used at such meetings shall be kept at the Company's head office.

Article 30. Committees of the Board of Directors

1. The Board of Directors may establish committees under its authority to oversee matters relating to development strategy, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, provided that each committee shall consist of at least three (3) members, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors should constitute the majority of the committee members, and one of such members shall be appointed by the Board of Directors to serve as the Chairman of the committee. The operation of each committee shall comply with the regulations issued by the Board of Directors. A resolution of a committee shall be valid only if approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of resolutions and decisions of the Board of Directors or any committee under the Board of Directors shall comply with the applicable laws, this Charter, and the Company's Internal Regulations on Corporate Governance.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (1) Corporate Governance Officer to assist the Company in its corporate governance activities. 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 shall not concurrently work for the approved audit firm that is auditing the Company's financial statements.

3. The Board of Directors may dismiss the Corporate Governance Officer whenever deemed necessary, provided that such dismissal complies with the applicable labor laws. The Board of Directors may, from time to time, appoint an Assistant to the Corporate Governance Officer.

4. The Corporate Governance Officer shall have the following rights and duties:

a) To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

- c) To advise on the procedures for conducting meetings;
- d) To attend meetings;
- e) To advise on the procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
- f) To provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisors;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the principal liaison with stakeholders;
- i) To maintain the confidentiality of information in accordance with applicable laws and this Charter;
- j) To perform such other rights and duties as prescribed by applicable laws and this Charter.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 32. Management Structure

The management system of the Company shall ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a Director, Deputy Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the foregoing positions shall be approved by a resolution or decision of the Board of Directors.

Article 33. Company Executives

1. The Company's executives shall comprise the persons specified in Point g, Clause 1, Article 1 of this Charter. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit additional executives in such number and meeting such qualifications as are appropriate to the Company's organizational structure and management regulations as determined by the Board of Directors. The executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

2. The Director shall be entitled to a salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors.

3. The remuneration of the executives shall be recognized as a business expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at its annual meeting.

Article 34. Appointment, Removal from Office, Powers and Duties of the Director

1. The Board of Directors shall appoint one (1) of its members or employ another person to serve as the Director.

2. The Director shall be responsible for the day-to-day management of the Company's business operations, shall be subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to the law for the exercise of his or her rights and the performance of his or her duties.

3. The term of office of the Director shall not exceed five (5) years and he or she may be reappointed for an unlimited number of terms. The Director shall satisfy the qualifications and conditions prescribed by applicable laws, this Charter, and the Company's Internal Regulations on Corporate Governance.

4. The Director shall have the following rights and duties:

a) To decide on 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 the resolutions and decisions of the Board of Directors;

c) To implement the Company's business plans and investment projects;

d) To propose the Company's organizational structure and internal management regulations;

e) To appoint, dismiss, or remove managers of the Company, except for those positions falling within the authority of the Board of Directors;

f) To determine the salaries and other benefits of the Company's employees, including managers appointed by the Director;

g) To recruit employees;

h) To propose dividend distribution plans or measures for dealing with business losses;

i) To exercise other rights and perform other duties as prescribed by applicable laws, this Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director upon the affirmative vote of a majority of the voting members of the Board of Directors attending the meeting and appoint a new Director.

Article 35. Company Secretary

Whenever deemed necessary, the Board of Directors shall appoint one (1) or more persons to serve as the Company Secretary for a term determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary whenever necessary, provided that such dismissal complies with the applicable labor laws. The Company Secretary shall have the following rights and duties:

a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and to prepare the minutes of such meetings;

b) To assist members of the Board of Directors in the exercise of their rights and the performance of their duties;

c) To assist the Board of Directors in applying and implementing the principles of corporate governance;

d) To assist the Company in maintaining shareholder relations, protecting the

lawful rights and interests of shareholders, and ensuring compliance with obligations relating to information provision, information disclosure, and administrative procedures;

e) To exercise other rights and perform other duties as prescribed in this Charter and the Company's Internal Regulations on Corporate Governance.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and Self-Nomination of Supervisors

1. The nomination and self-nomination of candidates for the Board of Supervisors shall be carried out in the same manner as provided in Clauses 1 and 2, Article 24 of this Charter.

2. Where the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient to meet the required number of Supervisors, the incumbent Board of Supervisors may nominate additional candidates or organize further nominations in accordance with this Charter, the Company's Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. Any additional candidates nominated by the incumbent Board of Supervisors shall be clearly disclosed before the General Meeting of Shareholders votes on the election of Supervisors in accordance with applicable laws.

Article 37. Composition of the Board of Supervisors

1. The Company shall have three (3) Supervisors. The term of office of a Supervisor shall not exceed five (5) years, and a Supervisor may be re-elected for an unlimited number of terms.

2. A Supervisor shall satisfy the qualifications and conditions prescribed in Article 169 of the Law on Enterprises and shall not fall within any of the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent audit firm that has audited the Company's financial statements during the preceding three (3) consecutive years.

3. A Supervisor shall be dismissed from office in the following cases:

- a) No longer satisfying the qualifications and conditions for serving as a Supervisor as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter that is accepted;
- c) Other cases as provided by applicable laws or this Charter.

4. A Supervisor shall be removed from office in the following cases:

- a) Failing to perform the assigned duties and responsibilities;
- b) Failing to exercise his or her rights and perform his or her duties for six (6) consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the duties of a Supervisor as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as resolved by the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Supervisors shall elect one (1) of their members to serve as the Head of the Board of Supervisors by majority vote. More than one-half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities.

2. The Head of the Board of Supervisors shall have the following rights and duties:

a) To convene and chair meetings of the Board of Supervisors;

b) To request the Board of Directors, the Director, and other executives to provide information relevant to the reports of the Board of Supervisors;

c) To organize the preparation of, and sign, the reports of the Board of Supervisors for submission to the General Meeting of Shareholders;

d) To supervise and direct the Supervisors in carrying out the functions, duties, and powers of the Board of Supervisors, and to assign specific duties to each Supervisor;

e) To authorize a Supervisor to perform the duties of the Head of the Board of Supervisors during his or her absence;

f) On behalf of the Board of Supervisors, to request the convening of a meeting of the Board of Directors in accordance with Clause 3, Article 157 of the Law on Enterprises and this Charter;

g) On behalf of the Board of Supervisors, to convene an extraordinary General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises and this Charter;

h) To sign other documents, in addition to those referred to in Points c, f, and g of Clause 2 of this Article, for the purpose of carrying out the functions of the Board of Supervisors;

i) To exercise other rights and perform other duties as prescribed by applicable laws and this Charter.

Article 39. Powers and Duties of the Board of Supervisors

The Board of Supervisors shall have the rights and duties prescribed in Article 170 of the Law on Enterprises, as well as the following rights and duties:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms eligible to audit the Company's financial statements; to decide on the appointment of an approved audit firm to examine the Company's operations and to dismiss the approved auditor whenever deemed necessary.

2. To be accountable to the shareholders for its supervisory activities.

3. To supervise the Company's financial condition and the compliance with applicable laws by members of the Board of Directors, the Director, and other managers in the performance of their duties.

4. To ensure effective coordination with the Board of Directors, the Director, and the shareholders.

5. Where any violation of applicable laws or of this Charter by a member of the Board of Directors, the Director, or any other executive of the Company is detected, the

Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and require appropriate remedial measures to be taken.

6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access the Company's records and documents kept at its head office, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours.

9. To request the Board of Directors, members of the Board of Directors, the Director, and other managers to provide complete, accurate, and timely information and documents relating to the management, administration, and business operations of the Company.

10. To examine, extract, and copy part or all of the declarations contained in the Register of Related Persons and Related Interests maintained in accordance with Clauses 1 and 2, Article 164 of the Law on Enterprises.

11. To exercise other rights and perform other duties as prescribed by applicable laws and this Charter.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice (2) each year. A meeting of the Board of Supervisors shall be attended by at least two-thirds (2/3) of the total number of Supervisors. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and all Supervisors attending the meeting shall sign the minutes. The minutes of meetings of the Board of Supervisors shall be retained to establish the responsibility of each Supervisor.

2. The Board of Supervisors shall have the right to require members of the Board of Directors, the Director, and representatives of the approved audit firm to attend its meetings and provide explanations on matters requiring clarification.

Article 41. Salary, Remuneration, Bonuses, and Other Benefits of Supervisors

The salaries, remuneration, bonuses, and other benefits of the Supervisors shall be determined as follows:

1. The Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the aggregate salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. The Supervisors shall be reimbursed for reasonable accommodation, travel, and meal expenses, as well as reasonable costs incurred for the engagement of independent advisory services. The total remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Supervisors shall be recognized as business expenses of the Company in accordance with the laws on corporate income tax and other applicable laws, and shall be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, Supervisors, the Director, and other executives shall perform their duties, including their duties as members of committees of the Board of Directors, honestly and with due care, in the best interests of the Company.

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and other applicable law.

2. Members of the Board of Directors, Supervisors, the Director, other managers, and their related persons shall use information obtained by virtue of their positions solely for the benefit of the Company.

3. Members of the Board of Directors, Supervisors, the Director, and other managers shall notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such persons or their related persons, in accordance with applicable laws. Where such transactions require the approval of the General Meeting of Shareholders or the Board of Directors, the Company shall disclose the relevant resolutions in accordance with the securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on any transaction that confers a benefit upon such member or his or her related person in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, Supervisors, the Director, other managers, and their related persons shall not use or disclose inside information to any other person for the purpose of conducting related transactions.

6. A transaction between the Company and one or more members of the Board of Directors, Supervisors, the Director, other executives, or individuals or organizations related to such persons shall not be invalid in the following circumstances:

a) In the case of a transaction with a value equal to or less than thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements, where the material terms of the contract or transaction and the relationships and interests of the relevant member of the Board of Directors, Supervisor, Director, or other executive have been reported to the Board of Directors and approved by a majority of the members of the Board of Directors having no related interest in the transaction;

b) In the case of a transaction with a value exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in the most recent financial statements, or where the aggregate value of transactions arising within twelve (12) months from the date of the first transaction exceeds thirty-five percent (35%) of the total value of the

Company's assets as stated in the most recent financial statements, provided that the material terms of the transaction and the relationships and interests of the relevant member of the Board of Directors, Supervisor, Director, or other executive have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interest in the transaction.

d) Any contract or transaction involving borrowing, lending, or the sale of assets with a value exceeding ten percent (10%) of the total value of the Company's assets as stated in the most recent financial statements, entered into between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares or such shareholder's related person, provided that the material terms of the transaction have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interest in the transaction.

Article 43. Liability for Damages and Compensation

1. Any member of the Board of Directors, Supervisor, Director, or other executive who breaches his or her duties of honesty and due care or fails to properly perform his or her duties shall be liable for any damage caused by such breach or failure.

2. The Company shall indemnify any person who is, has been, or may become a party to any claim, legal proceeding, or prosecution (including civil and administrative proceedings, but excluding proceedings initiated by the Company as plaintiff), provided that such person is or was a member of the Board of Directors, a Supervisor, the Director, another executive, an employee, or an authorized representative of the Company acting within the scope of his or her authority, and has acted honestly, with due care, and in the best interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his or her duties.

3. Indemnifiable expenses shall include judgments, fines, amounts actually incurred or reasonably payable in settlement of such proceedings, including legal fees and expenses, to the extent permitted by applicable laws. The Company may purchase insurance for such persons against the indemnification liabilities referred to above.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

a) An ordinary shareholder shall have the right to examine, inspect, and extract information relating to the names and contact addresses of shareholders in the list of voting shareholders; request the correction of inaccurate information relating to himself or herself; and examine, inspect, extract, or obtain copies of the Company's Charter, the minutes of meetings of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to examine, inspect, and extract the minutes book, resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or a group of shareholders requests access to the Company's books and records, such request must be accompanied by the relevant power of attorney or a notarized copy thereof.

3. Members of the Board of Directors, Supervisors, the Director, and other executives shall have the right to inspect the Company's register of shareholders, list of shareholders, books, records, and other documents of the Company for purposes related to the performance of their duties, provided that such information is kept confidential.

4. The Company shall keep this Charter and all amendments thereto, 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 Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at its head office or at another location, provided that the shareholders and the Business Registration Authority are notified of the location where such documents are kept.

5. The Company's Charter shall be published on the Company's website.

XII. EMPLOYEES AND THE TRADE UNION

Article 45. Employees and the Trade Union

1. The Director shall prepare and submit to the Board of Directors for approval plans relating to the recruitment, dismissal, remuneration, social insurance, employee benefits, rewards, and disciplinary measures applicable to employees and the Company's executives.

2. The Director shall prepare and submit to the Board of Directors for approval plans concerning the Company's relationship with trade unions in accordance with best management standards, practices and policies, this Charter, the Company's internal regulations, and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of Profits

1. The General Meeting of Shareholders shall determine the annual dividend amount and the form of dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on any dividend or any other amount payable in respect of any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in the form of shares, and the Board of Directors shall implement such resolution once approved.

4. Where dividends or other amounts relating to a class of shares are paid in cash, such payments shall be made in Vietnamese Dong. Payment may be made directly or through banks on the basis of the bank account details provided by the shareholders. Where the Company has transferred the dividend to the bank account in accordance with the information provided by the shareholder but the shareholder fails to receive the payment, the Company shall not be liable for such amount. Payment of dividends in respect of shares listed or registered for trading on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing

Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision fixing a specific record date. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends or share dividends, as well as notices and other documents.

6. All other matters relating to profit distribution shall be carried out in accordance with applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open bank accounts with banks established in Vietnam or branches of foreign banks licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authorities, the Company may, where necessary, open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts maintained with the banks at which the Company has opened such accounts.

Article 48. Financial Year

The financial year of the Company shall commence on 1 January and end on 31 December of each calendar year. The first financial year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 49. Accounting System

1. The Company shall apply the enterprise accounting regime or any specialized accounting regime issued or approved by the competent authorities.

2. The Company shall maintain its accounting books and records in Vietnamese and retain its accounting records in accordance with the laws on accounting and other applicable laws. Such records shall be accurate, up to date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company's accounting currency shall be the Vietnam Dong. Where the Company's principal business transactions are conducted in a foreign currency, the Company may elect such foreign currency as its accounting currency, shall be responsible for such election in accordance with applicable laws, and shall notify its directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE OBLIGATIONS

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements shall be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in compliance with the laws on

information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements shall include all reports, schedules, and explanatory notes as required by the laws on enterprise accounting. The annual financial statements shall present a true and fair view of the Company's financial position and operating results.

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

Article 51. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the applicable laws on securities and the securities market.

XVI. AUDIT OF THE COMPANY

Article 52. 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 such firms to audit the Company's financial statements for the following financial year, based on the terms and conditions agreed with the Board of Directors.

2. The independent auditor's report shall be attached to the Company's annual financial statements.

3. The independent auditor engaged to audit the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices of and other information relating to such meetings, and express opinions at the General Meeting of Shareholders on matters relating to the audit of the Company's financial statements.

XVII. THE COMPANY'S SEAL

Article 53. The Company's Seal

1. The Company's seal may be a physical seal made by an authorized seal engraving service provider or a digital signature in accordance with the laws on electronic transactions.

2. The Board of Directors shall determine the type, quantity, form, and contents of the seals of the Company and its branches and representative offices (if any).

3. The Board of Directors and the Director shall use and manage the Company's seals in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved or cease its operations in any of the following circumstances:

a) Pursuant to a resolution or decision of the General Meeting of Shareholders;

b) Upon revocation of its Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

c) Other cases as prescribed by applicable laws.

2. The early dissolution of the Company (including any extended term of operation) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision shall be notified to, or approved by, the competent authorities where required by applicable laws.

Article 55. Liquidation

1. At least six (6) months prior to the expiry of the Company's term of operation, or immediately after a decision on the dissolution of the Company has been adopted, the Board of Directors shall establish a Liquidation Committee consisting of three (3) members, of whom two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent professionals. All expenses relating to the liquidation shall be paid by the Company in priority over all other debts and obligations of the Company.

2. The Liquidation Committee shall notify the Business Registration Authority of the date of its establishment and the commencement date of its operations. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before the courts and administrative authorities.

3. The proceeds from the liquidation shall be distributed in the following order of priority:

a) Liquidation expenses;

b) Outstanding salaries, severance allowances, social insurance contributions, and other employee benefits in accordance with the applicable collective labor agreement and employment contracts;

c) Tax liabilities;

d) Other debts and obligations of the Company;

e) The remaining balance after payment of all amounts specified in Items (a) through (d) above shall be distributed among the shareholders. Preferred shares shall have priority over ordinary shares in such distribution.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of Internal Disputes

1. In the event of any dispute or claim arising in connection with the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other applicable laws, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Board of Supervisors, the Director, or another executive;

The parties concerned shall first endeavor to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside

over the dispute resolution process and request each party to present information relevant to the dispute within ten (10) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as mediator in the dispute resolution process.

2. If no mediated settlement is reached within six (6) weeks from the commencement of the mediation process, or if the mediator's proposed settlement is not accepted by the parties, either party may refer the dispute to arbitration or to a competent court.

3. Each party shall bear its own costs incurred in the negotiation and mediation process. Court costs shall be allocated in accordance with the judgment or decision of the competent court.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 57. Charter

1. Any amendment to or supplementation of this Charter shall be subject to the consideration and approval of the General Meeting of Shareholders.

2. Where any provision of applicable law governing the Company's operations has not been provided for in this Charter, or where any newly enacted legal provision is inconsistent with this Charter, such applicable legal provision shall prevail and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter, consisting of twenty-one (21) Chapters and fifty-eight (58) Articles, was unanimously adopted by the Annual General Meeting of Shareholders of PetroVietNam Oil Phu Yen Joint Stock Company on 16 June 2026, which also approved the full effectiveness of this Charter.

2. This Charter is executed in ten (10) original copies of equal legal validity, all of which shall be kept at the Company's head office.

3. This Charter constitutes the sole official Charter of the Company..

4. Copies or extracts of this Charter shall be valid only if certified by the signature of the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE DIRECTOR



[Signature]
Ngô Văn Nhiem