

CHARTER OF

**PETROVIETNAM ENGINEERING CONSULTANCY JOINT
STOCK COMPANY**

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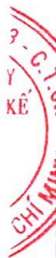
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PREAMBLE

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

This Charter was adopted pursuant to Resolution No. 25/NQ-ĐHĐCĐ-TKDK of the General Meeting of Shareholders dated June 24, 2026.



CHAPTER I

DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Definitions

1. The terms used in this Charter shall have the following meanings:
 - a) “Company” means PetroVietnam Engineering Consultancy Joint Stock Corporation;
 - b) “Charter Capital” means the total aggregate par value of shares sold or subscribed for upon establishment of the Company and as specified in Article 7 of this Charter;
 - c) “Voting Capital” means the share capital, the holders of which have the right to vote on matters within the authority of the General Meeting of Shareholders;
 - d) “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - e) “Law on Securities” means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - f) “Executive Officer” means the General Director, Deputy General Directors, Chief Accountant and other executive officers appointed by the Board of Directors;
 - g) “Manager” means the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions in accordance with the Company’s internal management regulations;
 - h) “Related Person” means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - i) “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries;
 - j) “Shareholder Register” means the shareholder register of the Company established and maintained in accordance with this Charter, the Law on Securities and the Law on Enterprises;
 - k) “Vietnam” means the Socialist Republic of Vietnam.
2. In this Charter, any reference to any provision, article, clause or document shall include any amendments, supplements or replacements thereof.
3. The headings (Chapters and Articles) of this Charter are used for convenience of reference only and shall not affect the interpretation or contents of the provisions of this Charter.

CHAPTER II

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

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

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

- Company name in English: **PETROVIETNAM ENGINEERING CONSULTANCY JOINT STOCK COMPANY**
 - Abbreviated name: **PV ENGINEERING**
2. The Company is a joint stock company with legal person status in accordance with the prevailing laws of Vietnam.
 3. The registered head office of the Company is:
 - Head office address: No. 25–27, Street No. 12, Tan Hung Ward, District 7, Ho Chi Minh City, Vietnam
 - Fax: +842866865711
 - Email: pve@pve.vn
 - Website: <https://www.pve.vn>
 4. The Company may establish branches and representative offices in its business areas to carry out the Company's objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
 5. The term of operation of the Company is indefinite. The Company may change its term of operation pursuant to a resolution of the General Meeting of Shareholders.

Article 3. Legal Representative of the Company

1. The General Director is the legal representative of the Company.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions; represents the Company, in the capacity of a person requesting the settlement of a civil matter, plaintiff, defendant, or person with related rights and obligations, before arbitration tribunals and courts; and exercises other rights and performs other obligations in accordance with law.
3. Responsibilities of the legal representative:
 - a) Exercise the assigned rights and perform the assigned obligations honestly, diligently and to the best of their ability to ensure the legitimate interests of the Company;
 - b) Act loyally in the interests of the Company; refrain from abusing their position or title, or using information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of any other organization or individual;
 - c) Promptly, fully and accurately notify the Company of any enterprise in which the legal representative or their related person is the owner or holds shares or contributed capital, in accordance with the Law on Enterprises.

Article 4. The Communist Party of Vietnam Organization, Trade Union and Other Socio-Political Organizations within the Company

1. The Communist Party of Vietnam organization within the Company is affiliated with the Party Committee of Vietnam National Industry – Energy Group, operates within the framework of the Constitution and laws of the Socialist Republic of Vietnam, and in accordance with the Charter of the Communist Party of Vietnam.

2. The Trade Union and other socio-political organizations within the Company operate within the framework of the Constitution and laws of the Socialist Republic of Vietnam and in accordance with the charters of such organizations.
3. The Company respects and facilitates employees in establishing and participating in the activities of the organizations specified in Clauses 1 and 2 of this Article.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 5. Objectives of the Company's Activities

1. The Company's business lines are:

No.	Business Line	Industry Code
1	Management consultancy and other management consultancy activities Details: - Project management consultancy for civil engineering construction works; - Project management consultancy for oil and gas sector projects, from onshore to offshore, including oil and gas exploration and production projects, oil refining projects, and industrial and civil works; - Investment project formulation consultancy; - Consultancy on preparation of bidding/tender documents and on analysis and evaluation of bid submissions; - Consultancy on formulation of strategies and operational plans; - Project management and construction investment cost management; - Formulation of construction investment projects.	7020 (Principal business line)
2	Architectural and related technical consultancy activities Details: - Design of electrical systems for civil and industrial works; - Design of thermal and air-conditioning systems for civil and industrial works; - Mechanical design for oil and gas works; - Process/technology design for chemical and petrochemical industrial works and gas processing works; - Electrical design for industrial works; - Supervision of civil construction and completion works for waterway transport works; - Construction survey; - Structural design for civil and industrial construction works, urban technical infrastructure works, works up to 22.9kV voltage, architectural design for civil and industrial works; - Construction quality inspection; - Construction design for civil and industrial works; - Electromechanical design for civil and industrial works;	7110

No.	Business Line	Industry Code
	- Mechanical design for civil and industrial works; - Construction design for urban technical infrastructure works; - Design of industrial works (heat supply, air conditioning, ventilation); - Geotechnical survey for construction works; - Topographic survey; - Other related technical consultancy activities; - Design of wastewater treatment systems for construction works; - Environmental treatment design; - Design of process pipeline systems and technical pipelines for oil and gas works; - Fire prevention and fighting ("PCCC") design consultancy; PCCC appraisal consultancy; PCCC technical inspection and testing consultancy; PCCC supervision consultancy.	
3	Extraction of crude petroleum Details: Extraction and operation of oil and gas projects, and other construction projects.	0610
4	Manufacture of other special-purpose machinery Details: Manufacture of oil and gas technology products (not carried out at the head office)	2829
5	Repair and maintenance of fabricated metal products Details: excluding metalworking and electroplating	3311
6	Repair and maintenance of machinery and equipment Details: excluding metalworking and electroplating	3312
7	Installation of industrial machinery and equipment	3320
8	Construction of residential buildings (Not carried out at the head office)	4101
9	Construction of non-residential buildings (Not carried out at the head office)	4102
10	Construction of utility projects for electricity Details: Consultancy on formulation of investment projects, design, and bidding for thermal power plant projects of unlimited capacity scale. Consultancy on supervision of construction of thermal power plant projects of unlimited production scale. Consultancy on formulation of investment projects, design, and bidding for power transmission line and substation projects with voltage levels up to 220kV.	4221
11	Construction of water projects (Not carried out at the head office)	4291
12	Construction of mining and quarrying projects (Not carried out at the head office)	4292
13	Construction of manufacturing and processing projects (Not carried out at the head office)	4293

No.	Business Line	Industry Code
14	Construction of other civil engineering works (Not carried out at the head office)	4299
15	Site preparation Details: excluding blasting services	4312
16	Electrical installation Details: Installation of automatic fire-alarm and fire-fighting systems, lightning protection systems, and electronic surveillance/alarm systems; installation of electrical wiring and equipment	4321
17	Other specialized construction activities	4390
18	Wholesale of electronic and telecommunications equipment and components	4652
19	Wholesale of other machinery, equipment and spare parts Details: - Wholesale of mining and construction machinery, equipment and spare parts; - Wholesale of electrical machinery and equipment, electrical materials, generators, electric motors, electric wires/cables and other equipment used in electrical circuits; - Wholesale of other machinery, equipment and spare parts; - Wholesale of fire-prevention and fire-fighting equipment, rescue equipment, anti-theft devices and surveillance cameras; - Wholesale of electrical machinery and equipment, electrical materials, and electromechanical/air-conditioning equipment.	4659
20	Wholesale of metals and metal ores Details: - Wholesale of iron and steel ores; - Wholesale of other metals (excluding trading in gold, silver and other precious metals)	4672
21	Other financial support service activities not elsewhere classified Details: Investment consultancy (excluding financial, accounting and legal consultancy)	6619
22	Real estate activities with owned, used, or leased land use rights Details: Real estate business (excluding investment in construction of cemetery/graveyard infrastructure for the purpose of transferring land use rights associated with such infrastructure)	6810
23	Technical testing and analysis	7120
24	Other professional, scientific and technical activities not elsewhere classified Details: excluding: activities of independent journalists; appraisal activities (other than for real estate and insurance) for antiques and jewelry; bill-of-exchange clearing and volume-weighted-ratio	7499

No.	Business Line	Industry Code
	information services; securities consultancy, financial accounting and legal consultancy	
25	Temporary labor supply services Details: excluding supply of labor for work abroad	7821
26	Other labor supply services Details: Other domestic labor supply services	7822

2. Objectives of the Company's Activities

The objectives of the Company's activities are to effectively utilize its capital resources for investment and business development; create employment opportunities for employees; increase dividends for shareholders; contribute to the State budget; and develop the Company into an increasingly strong and growing enterprise.

Article 6. Scope of Business and Activities of the Company

The Company is permitted to conduct business activities in the business lines specified in this Charter.

CHAPTER IV

CHARTER CAPITAL AND SHARES

Article 7. Charter Capital and Shares

- The charter capital of the Company is VND 250,000,000,000 (in words: Two Hundred and Fifty Billion Vietnamese Dong only).
The total charter capital of the Company is divided into 25,000,000 shares, with a par value of VND 10,000 per share.
- The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
- The shares of the Company as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of shares are stipulated in Articles 12 and 13 of this Charter.
- The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
- Additional ordinary shares to be issued shall be offered on a priority basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not subscribe for in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms and conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
- The Company may repurchase shares issued by the Company itself in accordance with the methods stipulated in this Charter and applicable laws.
- The Company may issue other types of securities in accordance with applicable laws.

Article 8. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. A share is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the equity capital of the issuing organization. A share certificate must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. In the event that a share certificate is lost, damaged or destroyed in another form, the shareholder may request the Company to reissue such share certificate. The shareholder's request must include the following contents:
 - a) Information on the lost, damaged or otherwise destroyed share certificate;
 - b) An undertaking to assume responsibility for any disputes arising from the reissuance of the new share certificate.
4. In the event of any change to the information in the Shareholder Register relating to any shareholder, such shareholder shall promptly notify the Company and/or the securities company where the shareholder's securities are deposited so that the Company/securities company may update the shareholder's information in the Shareholder Register or the List of Securities Owners maintained by the Vietnam Securities Depository and Clearing Corporation. The Company shall not be liable in cases where it is unable to contact and/or send letters or documents to a shareholder because the shareholder's address is unavailable, inaccurate or incomplete for the purposes of such contact and/or delivery. The inability to contact or send letters or documents shall not affect the procedures for convening meetings of the General Meeting of Shareholders, soliciting shareholders' opinions, sending documents to shareholders, or the validity of resolutions adopted by the General Meeting of Shareholders.

Article 9. Other Securities Certificates

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

Article 10. Transfer of Shares

1. All shares are freely transferable, except for cases where the transfer is restricted in accordance with the Law on Enterprises, this Charter, a decision of the General Meeting of Shareholders upon approval of the share issuance plan, or other relevant laws and regulations. Listed shares and shares 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 may not be transferred or enjoy related benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from equity capital, the right to purchase newly offered shares, and other benefits as prescribed by law.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational Structure, Governance and Control

The organizational structure, governance and control of the Company comprise:

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

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or by other means as prescribed by law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have priority to purchase newly issued shares in proportion to each shareholder's ownership ratio of ordinary shares in the Company;
 - d) To freely transfer their shares to other persons, except for cases specified in Article 10 of this Charter;
 - e) Examine, access and make extracts of information on names and contact addresses in the list of shareholders entitled to vote; and request correction of inaccurate information concerning themselves;
 - f) To examine, access, make extracts of or photocopy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h) To request the Company to repurchase their shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall confer upon its holder equal rights, obligations and benefits. 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 shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;
 - k) To have their lawful rights and interests protected; and to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

- 1) Other rights as prescribed by law and this Charter.
2. A shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:
 - a) To examine, access and make extracts of the minutes book and 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 for documents relating to the Company's trade secrets or business secrets;
 - b) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - c) To propose matters to be included in the agenda of the General Meeting of Shareholders;
 - d) To request the Board of Supervisors to inspect specific matters relating to the management and administration of the Company's operations where deemed necessary. The request must be made in writing and must include the following information: full name, contact address, nationality and legal document number of an individual shareholder; name, enterprise identification number or legal document number of an organizational shareholder and its head office address; number of shares and date of registration of shares held by each shareholder, total number of shares held by the group of shareholders and its ownership ratio of the total number of shares of the Company; the matter to be inspected and the purpose of the inspection;
 - e) Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:
 - a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of such group meeting 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, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. Fully and timely pay for the shares they have committed to purchase.

2. Not withdraw contributed capital in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of their contributed share capital in violation of this Clause, such shareholder and related persons having interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any resulting damages.
3. Comply with the Company's Charter and the Company's internal management regulations.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors
5. Keep confidential information provided by the Company in accordance with the Company's Charter and applicable laws; use the information provided solely to exercise and protect their lawful rights and interests; and strictly refrain from disseminating, reproducing or sending information provided by the Company to any other organization or individual.
6. Attend meetings of the General Meeting of Shareholders and exercise voting rights through the following methods:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another individual or organization to attend and vote at the meeting;
 - c) Attend and vote through an online conference, electronic voting or other electronic means;
 - d) Send voting ballots to the meeting by mail, fax, email or other means in accordance with the instructions of the Board of Directors.
7. Bear personal liability when acting 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 that are not yet due ahead of financial risks to the Company.
8. Other obligations as prescribed by this Charter and applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (4) months from the end of the fiscal year. The Board of Directors may extend the deadline for holding the annual General Meeting of Shareholders where necessary, but not beyond six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be deemed to be the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular approving the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that conducts the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved audit organization shall be responsible for attending the Company's annual General Meeting of Shareholders.
3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors considers it necessary for the benefit of the Company;
 - b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members prescribed by law;
 - c) At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises requesting the convening of a General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bear the signatures of all relevant shareholders, or the request may be made in multiple copies bearing the signatures of all relevant shareholders;
 - d) At the request of the Board of Supervisors;
 - e) Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders
 - a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the case specified in Point b, Clause 3 of this Article occurs or from the date of receipt of the request to convene the meeting specified in Points c and d, Clause 3 of this Article;
 - b) Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, 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 the Law on Enterprises;
 - c) Where the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Points a, b and c of this Clause shall be reimbursed by the Company.
 - d) The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. General Meeting of Shareholders shall have the following rights and obligations:

- a) Approve the development orientations of the Company;
 - b) Decide on the types of shares and the total number of shares of each type that may be offered for sale; decide on the annual dividend rate for each type of shares;
 - c) Elect, dismiss and remove members of the Board of Directors and Supervisors;
 - d) Decide on investment in or sale of assets valued at thirty-five percent (35%) or more of the total value of assets recorded in the Company's latest financial statements;
 - e) Decide on amendments and supplements to the Company's Charter;
 - f) Approve the annual financial statements;
 - g) Decide on the repurchase of more than ten percent (10%) of the total number of sold shares of each type;
 - h) Consider and take action against violations committed by members of the Board of Directors or Supervisors that cause damage to the Company and its shareholders;
 - i) Decide on the reorganization or dissolution of the Company;
 - j) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - k) Approve the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
 - l) Approve the list of independent audit firms; decide on the independent audit firm to conduct an audit of the Company's operations; and dismiss an independent auditor where deemed necessary;
 - m) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
 - b) 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 member thereof;
 - d) The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
 - e) The self-assessment report on the performance of the Board of Supervisors and the Supervisors;
 - f) The dividend rate for each share of each type;
 - g) The number of members of the Board of Directors and the Board of Supervisors;
 - h) Election, dismissal and removal of members of the Board of Directors and Supervisors;
 - i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - j) Approve the list of independent audit firms; decide on the independent audit firm to conduct an audit of the Company's operations where deemed necessary;
 - k) Amendments and supplements to the Company's Charter;
 - l) The type and number of newly issued shares of each type;



- m) Division, separation, consolidation, merger or conversion of the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o) Decide on investment in or sale of assets valued at thirty-five percent (35%) or more of the total value of assets recorded in the Company's latest financial statements;
 - p) Decide on the repurchase of more than ten percent (10%) of the total number of sold shares of each type;
 - q) The Company entering into contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in its latest financial statements;
 - r) Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) Approve the Internal Corporate Governance Regulations, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;
 - t) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may directly attend the meeting, authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through any of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to represent a shareholder at a General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with the laws on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the authorization period, and the signatures of the authorizing and authorized parties.

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or the authorized representative of an institutional shareholder, if such document has not previously been registered with the Company.

3. Voting ballots cast by an authorized person attending the meeting within the scope of authorization shall remain valid upon the occurrence of any of the following events:
 - a) The authorizing person has died, has limited civil capacity or has lost civil capacity;
 - b) The authorizing person has cancelled the authorization;

- c) The authorizing person has cancelled the authority of the person exercising the authorization.

This provision shall not apply where the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

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

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
 - b) Prepare the agenda and contents of the meeting;
 - c) Prepare documents for the meeting;
 - d) Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting; and the list and detailed information of candidates in the event of election of members of the Board of Directors and Supervisors;
 - e) Determine the time and venue of the meeting;
 - f) Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Perform other tasks serving the meeting.
3. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting. The notice of invitation shall be sent by a method ensuring delivery to the shareholder's contact address and shall concurrently be published on the Company's website, the website of the State Securities Commission, and the website of the Stock Exchange where the Company's shares are listed or registered for trading. Where the Company sends the notice of invitation by email, the shareholder's email address receiving the notice shall be the email address stored and provided by the Vietnam Securities Depository and Clearing Corporation or the email address registered by the shareholder with the Company.

The notice of invitation, agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders

and/or published on the Company's website. Where the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the link to the full set of meeting documents for shareholders to access, including:

- a) The meeting agenda and documents to be used at the meeting;
 - b) The list and detailed information of candidates in the event of election of members of the Board of Directors and Supervisors;
 - c) Voting ballots;
 - d) Draft resolutions on each matter included in the meeting agenda.
4. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than seven (7) working days prior to the opening date of the meeting. The date on which the proposal is deemed received by the Company shall be the date on which the Company signs for receipt on the postal delivery slip or the date stated on the Company's receipt in the case of direct delivery. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the matter proposed to be included in the meeting agenda.
 5. The person convening the General Meeting of Shareholders may refuse a proposal specified in Clause 4 of this Article only in any of the following cases:
 - a) The proposal is submitted in violation of the provisions of Clause 4 of this Article;
 - b) At the time of submission of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as specified in Clause 2, Article 12 of this Charter;
 - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders.
 6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders may be conducted when the attending shareholders represent more than fifty percent (50%) of the total voting rights.
2. Where the first meeting fails to satisfy the conditions for being conducted as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders may be conducted when the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.
3. Where the second meeting fails to satisfy the conditions for being conducted as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third

meeting of the General Meeting of Shareholders may be conducted regardless of the total number of voting rights represented by the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting who are present have completed registration, as follows:
 - a) Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card and voting ballot, specifying the registration number, full name of the shareholder, full name of the authorized representative and number of voting rights of such shareholder;
 - b) A shareholder, an authorized representative of an institutional shareholder, or an authorized person arriving after the meeting has opened shall have the right to register immediately and thereafter participate and vote at the meeting immediately upon completion of registration. The Chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.
2. The election of the Chairperson, secretary and vote-counting committee shall be conducted as follows:
 - a) The Chairperson of the Board of Directors shall chair the meeting or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson of the Board of Directors is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. Where no Chairperson can be elected, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall chair the meeting;
 - b) Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election by the General Meeting of Shareholders of the Chairperson, and the person receiving the highest number of votes shall chair the meeting;
 - c) The Chairperson shall appoint one or more persons to act as secretary(ies) of the meeting;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the Chairperson.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated to each matter included in the meeting agenda.
4. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by voting in favor, against or abstaining. The vote-counting results shall be announced immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for counting or

supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.

5. The Chairperson 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 reflecting the wishes of the majority of attendees.
 - a) Arrange seating at the venue of the General Meeting of Shareholders;
 - b) Ensure the safety of all persons present at the meeting venue;
 - c) Facilitate shareholders in attending or continuing to attend the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and apply all necessary measures. Such measures may include issuing admission cards or applying other appropriate methods.
6. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:
 - a) Require all attendees to undergo inspection or other lawful and reasonable security measures;
 - b) Request competent authorities to maintain order at the meeting; and expel from the General Meeting of Shareholders any persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.
7. The Chairperson shall have the right to adjourn a General Meeting of Shareholders at which a sufficient number of attendees have registered for a maximum period of three (3) working days from the intended opening date of the meeting and may only adjourn the meeting or change the venue in the following cases:
 - a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) The communication facilities at the meeting venue do not ensure that shareholders can attend, discuss and vote;
 - c) There are attendees who obstruct or disrupt order, creating a risk that the meeting cannot be conducted fairly and lawfully.

Where the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of this Clause, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

8. Where the Company applies modern technology to conduct a General Meeting of Shareholders through an online meeting, the Company shall ensure that shareholders can 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 Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution on any of the following matters shall be adopted if it is approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) The type of shares and total number of shares of each type;
 - 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 sale of assets valued at thirty-five percent (35%) or more of the total value of assets recorded in the Company's latest financial statements;
 - e) Reorganization or dissolution of the Company.
2. Resolutions 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 as provided in Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders adopted with 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 violate the provisions of the Law on Enterprises and the Company's Charter.

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

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

1. The Board of Directors shall have the right to obtain shareholders' written opinions for adoption of resolutions of the General Meeting of Shareholders where it deems necessary for the benefit of the Company, except in the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare voting ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the 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. The voting ballot must contain the following principal contents:
 - a) Name, head office address and enterprise identification number;
 - b) Purpose of obtaining shareholders' opinions;
 - c) Full name, contact address, nationality and legal document number of an individual shareholder; name, enterprise identification number or legal document number of an organizational shareholder and its head office address, or full name, contact address, nationality and legal document number of the representative of an organizational

- shareholder; number of shares of each type and number of voting rights of the shareholder;
- d) Matters on which opinions are sought for approval;
 - e) Voting options, including approval, disapproval and abstention, for each matter on which opinions are sought;
 - f) Deadline for returning the completed voting ballot to the Company;
 - g) Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may return completed voting ballots to the Company by mail, fax or email as follows:
- a) Where sent by mail, the completed voting ballot must bear the signature of the individual shareholder, the authorized representative or legal representative of the organizational shareholder. The voting ballot sent to the Company must be enclosed in a sealed envelope and may not be opened before the votes are counted;
 - b) Where sent by fax or email, the voting ballot sent to the Company must be kept confidential until the votes are counted;
 - c) Voting ballots received by the Company after the deadline specified in the voting ballot, or that have been opened in the case of ballots sent by mail or disclosed in the case of ballots sent by fax or email, shall be invalid. Voting ballots not returned to the Company shall be deemed as ballots in which the shareholder did not participate in voting.
5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes in the presence of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal contents:
- a) Name, head office address and enterprise identification number;
 - b) Purpose and matters on which opinions are sought for adoption of resolutions;
 - c) Number of shareholders participating in voting and total number of voting rights cast, distinguishing between valid and invalid votes and the methods of submitting voting ballots, together with an appendix listing the shareholders participating in voting;
 - d) Total number of votes in favor, against and abstentions for each matter;
 - e) Matters approved and the corresponding approval ratio;
 - f) Full names and signatures of the Chairperson of the Board of Directors, the vote counter and the vote-counting supervisor.
6. Members of the Board of Directors, the vote counter and the vote-counting supervisor shall be jointly and severally liable for the truthfulness and accuracy of the vote-counting minutes and shall be jointly and severally liable for any damages arising from decisions adopted as a result of untruthful or inaccurate vote counting.
7. The vote-counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date on which the vote counting is completed. The sending of the vote-counting minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote counting is completed.

8. Resolutions, vote-counting minutes and accompanying documents shall be disclosed in accordance with the laws on information disclosure.
9. Completed voting ballots, vote-counting minutes, adopted resolutions and relevant documents enclosed with the voting ballots must be retained at the Company's head office.
10. A resolution adopted by obtaining shareholders' written opinions shall be approved if shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote vote in favor and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must contain the following principal contents:
 - a) Name, head office address and enterprise identification number;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and contents of the meeting;
 - d) Full names of the Chairperson and secretary;
 - e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter included in the meeting agenda;
 - f) Number of shareholders and total voting rights of shareholders attending the meeting, together with an appendix listing registered shareholders and representatives of shareholders attending the meeting, including the corresponding number of shares and votes;
 - g) Total number of votes for each matter subject to voting, specifying the voting method, total valid and invalid votes, votes in favor, against and abstentions, and the corresponding ratio over the total voting rights of shareholders attending and voting at the meeting;
 - h) Matters approved and the corresponding approval ratio;
 - i) Full names and signatures of the Chairperson and secretary.

Where the Chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state that the Chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.
3. The Chairperson and secretary of the meeting or any other person signing the minutes shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.

4. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.
5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the date on which the meeting concludes; the sending of the vote-counting minutes may be replaced by posting them on the Company's website.
6. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders attending the meeting, all documents attached to the minutes (if any), and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure applicable to the securities market.
7. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders attending the meeting, authorization documents for attending the meeting, all documents attached to the minutes (if any), and relevant documents enclosed with the notice of invitation to the meeting must be retained at the Company's head office.

Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders or the vote-counting minutes for obtaining shareholders' written opinions, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

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

CHAPTER VII

BOARD OF DIRECTORS

Article 24. Candidacy and Nomination of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may obtain information about the candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, diligently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:
 - a) Full name, date, month and year of birth;
 - b) Professional qualifications;

- c) Employment history;
- d) Other managerial positions held, including positions as members of the Board of Directors of other companies;
- e) Relevant interests in the Company and related parties of the Company;
- f) Other information, if any.

The Company shall be responsible for disclosing information about companies in which the candidates currently hold positions as members of the Board of Directors, other managerial positions and relevant interests in such companies, if any.

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors according to the following mechanism: a shareholder or group of shareholders holding from ten percent (10%) to less than fifteen percent (15%) of the total number of ordinary shares may nominate one (01) candidate; from fifteen percent (15%) to less than twenty-five percent (25%) may nominate two (02) candidates; from twenty-five percent (25%) to less than thirty-five percent (35%) may nominate three (03) candidates; from thirty-five percent (35%) to less than fifty percent (50%) may nominate four (04) candidates; and holding fifty percent (50%) or more may nominate the full number of candidates.
3. Where the number of candidates for the Board of Directors through nomination and candidacy remains insufficient to meet the required number prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the mechanism prescribed by the Company in its Internal Regulation on Corporate Governance. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and other relevant laws.

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

1. The number of members of the Board of Directors shall be five (05).
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. Where all members of the Board of Directors simultaneously have their terms of office expire, such members shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.
3. The structure of the Board of Directors shall be as follows:
The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members and that there is at least one independent member of the Board of Directors. The Company shall limit to the maximum extent possible the number of members of

the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to hold the position of member of the Board of Directors if dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The election of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure applicable to the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 26. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, in the name of the Company, to make decisions and exercise the rights and perform the obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter and the General Meeting of Shareholders. The Board of Directors shall have the following rights and obligations:
 - a) To decide on the strategy, medium-term development plans and annual business plans of the Company;
 - b) To propose the types of shares and the total number of shares of each type authorized to be offered;
 - c) To decide on the sale of unsold shares within the number of shares authorized to be offered of each type; to decide on additional capital mobilization through other forms;
 - d) To decide on the selling price of shares and bonds of the Company;
 - e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within its authority and limits prescribed by law;
 - g) To approve investment decisions not included in the business plan and budget with a value of VND one hundred (100) million or more, exclusive of tax, or investments exceeding five percent (05%) of the annual business plan and budget value, exclusive of tax;
 - h) To decide on solutions for market development, marketing and technology;
 - i) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at ten percent (10%) or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions falling under 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;
 - j) To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss and enter into or terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; to decide on salaries, remuneration, bonuses and other benefits of such Managers; to appoint authorized representatives to

- participate in the Members' Council or General Meeting of Shareholders of other companies and decide on the remuneration and other benefits of such representatives;
- k) To supervise and direct the General Director and other Managers in the daily business operations of the Company;
 - l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to and acquisition of shares in other enterprises;
 - m) To approve the agenda and contents of documents serving the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to adopt resolutions;
 - n) To submit the audited annual financial statements to the General Meeting of Shareholders;
 - o) To propose the dividend rate to be paid; to decide on the timing and procedures for payment of dividends or handling losses incurred in the course of business operations;
 - p) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
 - q) To decide to promulgate the Regulation on Operations of the Board of Directors and the Internal Regulation on Corporate Governance after approval by the General Meeting of Shareholders; to decide to promulgate the Company's Regulation on Information Disclosure;
 - r) Other rights and obligations as prescribed by law and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
- 2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of working days necessary to fulfill the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.
- 3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the law 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.

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on committees of the Board of Directors or performing other tasks outside the ordinary scope of duties 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, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be reimbursed for travel, accommodation, meals and other reasonable expenses incurred in performing their assigned duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may be provided with directors' and officers' liability insurance by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or this Charter.

Article 28. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, relieved from office or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a) To prepare programs and plans for activities of the Board of Directors;
 - b) To prepare the agenda, contents and documents for meetings; 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 process of implementation of resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by law and this Charter.
4. In the event that the Chairperson of the Board of Directors submits a resignation or is relieved from office or dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or the date on which the Chairperson is relieved from office or dismissed.
5. In the event that the Chairperson of the Board of Directors is absent or unable to perform his/her duties, the Chairperson shall authorize another member of the Board of Directors in writing to exercise the rights and perform the obligations of the Chairperson of the Board of Directors.
6. In the event that there is no authorized person or the Chairperson of the Board of Directors dies, is missing, is held in detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory rehabilitation establishment or compulsory education establishment, absconds from his/her place of residence, has

restricted or lost legal capacity, has difficulties in perception or control of his/her acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of their members to act as Chairperson of the Board of Directors based on the principle that the majority of the remaining members approve, until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of each term of the Board of Directors as follows:
 - a) The first meeting of the term of the Board of Directors shall be convened and chaired by the member who receives the highest number of votes or the highest voting percentage within seven (07) working days from the date of completion of the election of the Board of Directors.
 - b) If the meeting is not convened in accordance with Point a of this Clause, the member who receives the second-highest number of votes or the second-highest voting percentage shall convene and chair the meeting within two (02) working days from the expiry of the time limit specified in Point a of this Clause, and successively thereafter in the same manner until the member who receives the lowest number of votes or the lowest voting percentage convenes and chairs the meeting within two (02) working days from the expiry of the convening period of the preceding member for each convening.
 - c) In the event that more than one (01) member receives the highest and equal number of votes or voting percentage, the members shall elect, by majority, one (01) of them to convene the meeting of the Board of Directors.

2. The Board of Directors shall hold meetings at least once every quarter and may hold extraordinary meetings or collect written opinions from its members.

The Board of Directors shall adopt resolutions and decisions by voting at meetings or by collecting written opinions. Each member of the Board of Directors shall have one vote.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
 - b) Upon request of the General Director or at least five (05) other Managers;
 - c) Upon request of at least two (02) members of the Board of Directors;
 - d) When the Chairperson of the Board of Directors considers it necessary in the interests of the Company.

The request specified in this Clause must be made in writing and clearly state the purpose, matters to be discussed and decisions within the authority of the Board of Directors.

4. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request

specified in Points a, b and c of Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company, and the requesting person shall have the right to replace the Chairperson in convening the meeting of the Board of Directors.

5. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of invitation to the meeting no later than three (03) working days before the meeting date. Where deemed necessary, the Chairperson of the Board of Directors may convene a meeting and send the notice of invitation within a shorter period. The notice of invitation shall specifically state the time and place of the meeting, the agenda, matters to be discussed and decided. The notice of invitation shall be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of invitation to a meeting of the Board of Directors may be sent by written invitation, telephone, fax, electronic means or other methods as prescribed by the Working Regulations of the Board of Directors, provided that it reaches the contact addresses of each member of the Board of Directors and each Controller registered with the Company.

6. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to the Controllers in the same manner as to members of the Board of Directors.

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

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

If a meeting convened in accordance with this Clause does not have sufficient members attending as required, a second meeting shall be convened within two (02) working days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

8. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

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

9. A meeting of the Board of Directors may be held in the form of an online conference or another form in which some or all members of the Board of Directors are located at different locations, provided that each participating member is able to:

- a) Hear each other member of the Board of Directors participating in the meeting speak; and

- b) Speak simultaneously with all other participating members, if desired. A member of the Board of Directors participating in such a meeting shall be deemed to be “present” at the meeting.

Resolutions adopted at a meeting held in the form of an online conference or another form shall be approved by a majority of the members of the Board of Directors attending the meeting and shall have the same validity as resolutions adopted at an in-person meeting.

10. A member of the Board of Directors may send a voting ballot to the meeting by post, fax or email. In the event that a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all persons attending the meeting.
11. Members of the Board of Directors shall attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another member of the Board of Directors to attend and vote at a meeting if approved by a majority of the members of the Board of Directors. A member of the Board of Directors may not authorize a person who is not a member of the Company's Board of Directors to perform his/her duties and exercise his/her powers.
12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members of the Board of Directors attending the meeting. In the event of an equal number of votes, the final decision shall be determined by the side supported by the Chairperson of the Board of Directors

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to be responsible for development policies, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be decided by the Board of Directors and shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute the majority of the committee, and one of such members shall be appointed as the Head of the committee pursuant to a decision of the Board of Directors. The operation of the committee shall comply with the regulations of the Board of Directors. A resolution of the committee shall only take effect when it is approved by a majority of the members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or committees under the Board of Directors must comply with applicable laws, this Charter of the Company and the Internal Regulations on Corporate Governance.

Article 31. Person in Charge of Corporate Governance

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

2. The Person in Charge of Corporate Governance may not concurrently work for an approved audit organization that is auditing the Company's financial statements.
3. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders;
 - b) To prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - e) To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
 - f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;
 - g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) To act as the contact point with relevant stakeholders;
 - i) To maintain confidentiality of information in accordance with applicable laws and this Charter of the Company;
 - j) Other rights and obligations as prescribed by law and this Charter of the Company.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Management Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors and a Chief Accountant appointed by the Board of Directors. The appointment, relief from office and dismissal of the above positions must be approved by a resolution or decision of the Board of Directors.

Article 33. Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant and other executives appointed by the Board of Directors in accordance with Clause 2 of this Article.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in such number and meeting such standards as are appropriate to the Company's organizational structure and management regulations prescribed by the Board of Directors.

3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of Executives shall be included in the Company's business expenses in accordance with the provisions of the law 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.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the General Director.
2. The General Director shall manage the day-to-day business operations of the Company; be subject to the supervision of the Board of Directors; and be accountable to the Board of Directors and to the law for the exercise of his/her assigned rights and performance of assigned obligations.
3. The term of office of the General Director shall not exceed five (05) years and the General Director may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and this Charter.
4. The General Director shall have the following rights and obligations:
 - a) To decide on matters relating to the Company's day-to-day business operations that do not fall under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plans and investment plans;
 - d) To propose organizational structures and internal management regulations of the Company;
 - e) To appoint, relieve from office and dismiss managerial positions within the Company, except for positions under the authority of the Board of Directors;
 - f) To decide on salaries and other benefits for employees of the Company, including managers subject to the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To propose plans for dividend payment or handling of business losses;
 - i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may remove the General Director when approved by a majority of the members of the Board of Directors having voting rights who attend the meeting and appoint a new General Director as replacement.

CHAPTER IX

SUPERVISORY BOARD

Article 35. Nomination and Self-Nomination of Controllers

1. The nomination and self-nomination of Controllers shall be carried out in accordance with Clause 1 and Clause 2 of Article 24 of this Charter and the Working Regulations of the Supervisory Board.

2. In the event that the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the mechanism prescribed in this Charter and the Internal Regulations on Corporate Governance. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Controllers in accordance with the law.

Article 36. Composition of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) Controllers. The term of office of a Controller shall not exceed five (05) years and a Controller may be re-elected for an unlimited number of terms.
2. Controllers must satisfy the standards and conditions prescribed in Article 286 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for implementation of a number of articles of the Law on Securities.
3. A Controller shall be relieved from office in the following cases:
 - a) No longer satisfying the standards and conditions for serving as a Controller as prescribed by the Law on Enterprises;
 - b) Submitting a resignation letter which is accepted;
 - c) Other cases as prescribed by law and this Charter.
4. A Controller shall be dismissed in the following cases:
 - a) Failing to fulfill assigned duties and tasks;
 - b) Failing to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
 - c) Committing repeated violations or serious violations of the obligations of a Controller as prescribed by the Law on Enterprises and this Charter;
 - d) Pursuant to a resolution of the General Meeting of Shareholders.

Article 37. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the Controllers; the election, removal and dismissal shall be carried out based on the majority principle. More than half of the Controllers of the Supervisory Board must be permanently residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major relevant to the Company's business activities.
2. Rights and obligations of the Head of the Supervisory Board:
 - a) To convene meetings of the Supervisory Board;
 - b) To request the Board of Directors, the General Director and other Executives to provide relevant information for reporting to the Supervisory Board;
 - c) To prepare and sign reports of the Supervisory Board after consulting the opinions of the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and Obligations of the Supervisory Board

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

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to conduct the audit of the Company's Financial Statements; to select an approved audit organization to conduct an audit of the Company's operations and dismiss an approved auditor when deemed necessary;
2. To be accountable to shareholders for its supervision activities;
3. To supervise the Company's financial position and compliance with the law in the activities of members of the Board of Directors, the General Director and other Managers;
4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders;
5. In the event of detecting any violation of law or this Charter by a member of the Board of Directors, the General Director or another Executive, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation and take measures to remedy the consequences;
6. To formulate the Working Regulations of the Supervisory Board 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 Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for implementation of a number of articles of the Law on Securities;
8. To have the right to access records and documents of the Company kept at its head office, branches and other locations; and to have the right to visit the workplaces of Managers and employees of the Company during working hours;
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other Managers to provide complete, accurate and timely information and documents concerning the management, administration and business operations of the Company;
10. Other rights and obligations as prescribed by law and this Charter.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board shall hold meetings at least twice (02) a year, with at least two-thirds (2/3) of the Controllers attending each meeting. Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and Controllers attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Supervisory Board must be retained to determine the responsibilities of each Controller.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and respond to matters requiring clarification.

Article 40. Salaries, Remuneration, Bonuses and Other Benefits of Controllers

The salaries, remuneration, bonuses and other benefits of Controllers shall be implemented in accordance with the following provisions:

1. Controllers shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses and other benefits, and the annual operating budget of the Supervisory Board.
2. Controllers shall be reimbursed for reasonable expenses for meals, accommodation, travel and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

CHAPTER X

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

Members of the Board of Directors, Controllers, the General Director and other Executives shall be responsible for performing their duties, including duties as members of committees under the Board of Directors, honestly and prudently for the benefit of the Company.

Article 41. Responsibilities for Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Controllers, the General Director and other Managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, Controllers, the General Director, other Managers and their Related Persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, Controllers, the General Director and other Managers shall notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds controlling rights of 50% or more of the charter capital, and such persons or their Related Persons, in accordance with the law. For transactions specified above that are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to such members or their Related Persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, Controllers, the General Director, other Managers and their Related Persons may not use or disclose to others any inside information to conduct related transactions.

Article 42. Liability for Damages and Indemnification

1. Members of the Board of Directors, Controllers, the General Director and other Executives who breach their duties and responsibilities of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damage caused by their violations.
2. The Company shall indemnify persons who are, have been or may become parties involved in complaints, lawsuits or prosecutions (including civil and administrative cases and excluding lawsuits in which the Company is the plaintiff) if such persons are or have been members of the Board of Directors, Controllers, the General Director, other Executives, employees or authorized representatives of the Company who have performed or are performing duties under authorization from the Company, acted honestly and prudently for the benefit of the Company on the basis of compliance with the law, and there is no evidence confirming that such persons have breached their responsibilities.
3. Indemnification expenses shall include judgment costs, fines and actual amounts payable incurred in resolving such cases (including legal fees) to the extent permitted by law. The Company may purchase insurance for such persons to cover the above-mentioned indemnification liabilities.

CHAPTER XI

RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 43. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:
 - a) Ordinary shareholders shall have the right to review, inspect and extract information concerning the names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information; review, inspect, extract or photocopy this Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the right to review, inspect and extract the minutes book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by an authorization letter from the shareholder or group of shareholders represented by such person, or a notarized copy of such authorization letter.

3. Members of the Board of Directors, Controllers, the General Director and other Executives shall have the right to inspect the Company's Shareholder Register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must retain this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office.
5. This Charter of the Company must be published on the Company's website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the recruitment and termination of employees, salaries, social insurance, benefits, rewards and disciplinary measures applicable to employees and Executives of the Company.
2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations in accordance with best management standards, practices and policies, the practices and policies specified in this Charter, the Company's regulations and applicable laws.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 45. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend payment rate and method of dividend payment from the Company's retained profits.
2. The Company shall not pay interest on any dividend payment or payment relating to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.
4. Where dividends or other payments relating to a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred the payment in accordance with the bank account details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount transferred to such shareholder. Dividend payments for shares registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution specifying a particular date for closing the list of shareholders entitled to receive dividends. Based on the record date for determining shareholders entitled to receive dividends, persons holding shares or other securities shall be entitled to receive dividends in cash or shares and receive notices or other documents.
6. Other matters relating to profit distribution and the establishment of funds shall be implemented in accordance with applicable laws.

CHAPTER XIV

BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 46. Bank Accounts

1. The General Company shall open an account with a Vietnamese bank or a branch of a foreign bank licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, where necessary, the General Company may open bank accounts overseas in accordance with the provisions of law.
3. The General Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the General Company at banks.

Article 47. Fiscal Year

The fiscal year of the General Company shall commence on January 1 of each year and end on December 31 of the same year. The first fiscal year shall commence on the date on which the General Company is issued its Enterprise Registration Certificate and end on December 31 of the same year.

Article 48. Accounting Regime

1. The accounting regime applied by the General Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or a specific accounting regime in accordance with the provisions of law.
2. The General Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the transactions of the General Company.
3. The accounting currency of the General Company shall be Vietnamese Dong. Where the General Company has economic transactions arising primarily in a particular foreign currency, it may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify the directly managing tax authority thereof.

CHAPTER XV
FINANCIAL STATEMENTS, ANNUAL REPORT
AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 49. Annual, Semi-Annual and Quarterly Financial Statements

1. The General Company shall prepare annual financial statements, which shall be audited in accordance with the provisions of law. The General Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent State authorities.
2. The annual financial statements must include all statements, appendices and notes as required by the laws on enterprise accounting. The annual financial statements must present a true and objective view of the operations of the General Company.
3. The General 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 50. Annual Report

The General Company shall prepare and disclose its annual report in accordance with the laws on securities and the securities market.

CHAPTER XVI
AUDIT OF THE GENERAL COMPANY

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of such firms to audit the financial statements of the General Company for the following fiscal year.
2. The audit report shall be attached to the annual financial statements of the General Company.
3. The independent auditor conducting the audit of the financial statements of the General Company shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to meetings of the General Meeting of Shareholders, and express opinions at the General Meeting of Shareholders on matters related to the audit of the financial statements of the General Company.

CHAPTER XVII
SEAL OF THE ENTERPRISE

Article 52. Seal of the Enterprise

1. A seal includes a physical seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the General Company, its branches and representative offices.

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

CHAPTER XVIII

DISSOLUTION OF THE GENERAL COMPANY

Article 53. Dissolution of the General Company

The General Company may be dissolved in the following cases:

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

Article 54. Liquidation

1. Upon the issuance of a decision on dissolution of the General Company, the Board of Directors shall establish a liquidation committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The liquidation committee shall prepare its own operating regulations. Members of the liquidation committee may be selected from among employees of the General Company or independent experts. All costs related to the liquidation shall be paid by the General Company on a priority basis before other debts of the General Company.
2. The liquidation committee shall be responsible for reporting to the Business Registration Authority on the date of its establishment and the date on which it commences operations. From such time, the liquidation committee shall represent the General Company in all matters relating to the liquidation of the General Company before the courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance and other benefits of employees in accordance with the collective labor agreement and signed employment contracts;
 - c) Tax debts;
 - d) Other debts of the General Company;
 - e) The remaining amount after all debts specified in items (a) to (d) above have been paid shall be distributed among the shareholders. Preference shares shall be given priority for payment.

CHAPTER XIX

SETTLEMENT OF INTERNAL DISPUTES

Article 55. Settlement of Internal Disputes

1. In the event of any dispute or complaint arising in connection with the operations of the General Company or the rights and obligations of shareholders under the Law on

Enterprises, the Charter of the General Company, other applicable laws, or agreements between:

- a) A shareholder and the General Company;
- b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other Executives;

The relevant parties shall endeavor to settle such dispute through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement of the dispute and request each party to present information relating to the dispute within thirty (30) working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, either party may request the appointment of an independent expert to act as a mediator in the dispute settlement process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or a court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the court's judgment.

CHAPTER XX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 56. Charter of the General Company

1. Any supplementation or amendment to this Charter shall be considered and decided upon by the General Meeting of Shareholders.
2. Where the law contains provisions relating to the operations of the General Company that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall apply to govern the operations of the General Company.

CHAPTER XXI

EFFECTIVE DATE

Article 57. Effective Date

1. This Charter, comprising 21 Chapters and 57 Articles, was unanimously approved by the General Meeting of Shareholders of PetroVietnam Engineering Consultancy Joint Stock Company on June 24, 2025, at the 2025 Annual General Meeting of Shareholders, and shall take effect from the date of its approval and replace the Charter dated June 19, 2018.
2. This Charter is the sole and official Charter of the General Company.
3. This Charter is made in three (03) original copies and shall be kept at the head office of the General Company.

4. 4. Copies or extracts of this Charter shall be valid when signed by the Chairperson of the Board of Directors, or by at least one-half (1/2) of the total number of members of the Board of Directors, or by the legal representative of the General Company.

Full name and signature of the legal representative of the General Company:



Ngo Ngoc Thuong
General Director

