

**THE ORGANIZATION AND OPERATION  
CHARTER OF PETROVIETNAM POWER  
CORPORATION - JOINT STOCK COMPANY**

**(Eighth amendment and supplement)**



**Hanoi, May 2026**

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## INTRODUCTION

This Charter on the Organization and Operation of PetroVietnam Power Corporation - JSC (8th amendment and supplement) was approved in accordance with Resolution of the General Meeting of Shareholders dated May 20, 2026. This Charter governs and regulates all activities of PetroVietnam Power Corporation - JSC.

## CHAPTER I DEFINITIONS

### Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:
  - a. "The parent company" or "Holding company" refers to PetroVietnam Power Corporation – Joint Stock Company.
  - b. "The "General Meeting of Shareholders" is the highest decision-making body of the Corporation, consisting of all voting shareholders.
  - c. "Charter capital" means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 5 of this Charter;;
  - d. "Voting capital" means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;
  - e. "The Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - f. "The Law on Securities" means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - g. "Vietnam" means the Socialist Republic of Vietnam;
  - h. "Executives" include the Director/General Director, Deputy Director/Deputy General Director, chief accountant;
  - i. "Managers" include the President of the Board of Directors, members of the Board of Directors, the Director/General Director and persons holding other managerial positions prescribed by the Company's Charter
  - j. "Related persons" are individuals defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities ;
  - k. "Shareholder" means an individual or organization that owns at least one share of the Company;
  - l. "Founding shareholder" means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;
  - m. "Dividend" means the net profit paid per share in cash or in other assets.

- n. "Incorporation date of the joint-stock company" is the date the Corporation was granted its first business registration certificate to operate under the model of a joint-stock company;
  - o. "Operating period" is the period specified in Article 2 of this Charter
  - p. "Stock Exchanges" include Vietnam Exchange (VNX) and its subsidiary companies.
- 2. In this Charter, references to one or more clauses, regulations, or legal documents shall include any amendments or replacements of such documents..
  - 3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

## **CHAPTER II**

### **NAME ,TYPE OF BUSINESS , HEADQUARTER , BRANCHES, REPRESENTATIVE OFFICES , BUSINESS LOCATIONS , OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

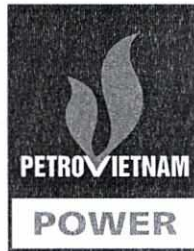
#### **Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company**

- 1. Name of the Company
  - Vietnamese name: **Tổng công ty Điện lực Dầu khí Việt Nam - Công ty cổ phần**
  - Foreign language name: **PETROVIETNAM POWER CORPORATION**
  - OFFICIAL ACCOUNT : **PETROVIETNAM POWER CORPORATION**
  - Abbreviated name : **PV POWER**
- 2. The form or type:

The Holding company is a joint-stock company with legal status in accordance with the current laws of Vietnam; it has its own seal, is independent in terms of assets, autonomous in finance, and is permitted to open domestic and international accounts in accordance with legal regulations, with an organizational and operational charter of the holding company..
- 3. Headquarters:
  - Address: PV Power Building, No. 199 Nguyen Tuan Street, Thanh Xuan District, Hanoi City.
  - Phone number : (024) 2.2210 288
  - Fax : (024) 2.2210 388
  - Email : [contact@pvpower.vn](mailto:contact@pvpower.vn)
  - Website : [www.pvpower.vn](http://www.pvpower.vn)

4. The corporation has its own unique symbol.

:



5. The General Director is the legal representative of the Corporation.

The legal representative of the corporation has the rights and obligations as prescribed in Articles 12 and 13 of the Enterprise Law, other relevant regulations of law, and this Charter.

6. The branches and affiliated units:

- The corporation can establish branches and representative offices and other affiliated units in Vietnam or abroad to achieve the corporation's objectives in accordance with the resolution of the Board of Directors and within the scope allowed by law..
- The organizational structure, functions, and duties of branches, representative offices, and affiliated units of the Corporation are specified in the operational regulations of these units approved by the Board of Directors of the Corporation..

7. "Unless terminated earlier according to Article 56 of the charter, the operation term of the Corporation is indefinite from the date of establishment of the joint-stock company."

### **CHAPTER III**

#### **TARGETS , SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

##### **Article 3. Targets of the Company**

The corporation was established to mobilize and use resources in the development of production and business in various fields, with the main business area being the production and business of electricity, aiming to maximize reasonable profits for the corporation, increase dividends for shareholders, contribute to the state budget, ensure the legitimate rights and interests of workers, and continuously develop the corporation to become larger and more sustainable.

Developing the corporation to be strong, safe, high-quality, efficient, modern, and highly competitive in electricity production and business; technical services, maintenance and repair; import-export, energy trading, raw materials, and supplies for electricity production and business; developing the field of renewable energy, clean energy, and other related

services; playing an important role in the electricity industry, especially in the gas power sector..

#### Article 4. Scope of business and operation of the Company

1. The business sector of the Corporation:

No.	Industry Name
1	<p>Power generation from renewable energy resources</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Power generation</li> <li>- Management and operation of power plants</li> </ul> <p>(Excludes: Operation of multi-purpose hydropower and nuclear power of special socio-economic significance)</p>
2.	<p>Power generation from non- renewable energy resources</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Power generation</li> <li>- Management and operation of power plants</li> </ul> <p>(Excludes: Operation of multi-purpose hydropower and nuclear power of special socio-economic significance)</p>
3	<p>Power Transmission and Distribution</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Industrial and consumer electricity sales business</li> </ul> <p>(Excludes: Transmission and dispatching of the national power system )</p>
4	<p>Other education has not been classified anywhere</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Training services for short-term and thematic courses in a number of fields in the industry</li> </ul>

5	<p>Supply of other labor resources</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Providing skilled labor services in the operation and maintenance of power plants and industrial facilities</li> </ul> <p>(Excludes: Services of sending workers to work abroad under contracts)</p>
6	<p>Electrical System Installation</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Installation of electrical systems at construction sites</li> </ul>
7	<p>Business and other management consultancy activities</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Providing project management services for power projects, consulting services for power projects</li> </ul>
8	<p>Warehousing and storage of goods</p> <p>(excluding real estate business)</p>
9	<p>Wholesale of solid, liquid, gaseous fuels and related products</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Wholesale of coal of all kinds</li> </ul>

10	<p>Other Specialized Construction Activities</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Construction of power plants and works in the power industry</li> <li>- Construction and development of electricity infrastructure, medium-voltage and low-voltage power grids</li> <li>- Investment in the construction of independent power projects (IPPs)</li> <li>- Build, develop and manage the implementation of clean power CDM projects</li> </ul> <p>(Excludes: Construction of multi-purpose hydropower and nuclear power of special socio-economic significance)</p>
11	<p>Wholesale of other machinery and machine parts</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Procurement services for electrical systems at construction sites</li> <li>- Trading of equipment, supplies and spare parts for electricity production and trading</li> </ul> <p>(Excluding the exercise of the right to export, import and distribution of goods on the list of goods which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import or distribute)</p>
12	<p>Information technology services and other computer-related services</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Providing information technology services</li> </ul>

13	<p>Other professional, scientific and technological activities have not been classified anywhere</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Providing certified greenhouse gas emission reduction solutions (CERs) of power projects</li> <li>- To study and apply new technological advances to the investment and development of power and energy-using projects such as wind power, solar power, and atomic power</li> <li>- Providing technical services, operation, training of human resources to manage operation, repair and maintenance for electricity production and business</li> <li>- Commercial technical services in the field of electricity production and trading</li> </ul>
14	<p>Rental of machinery, equipment and other tangible utensils without an operator</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Rental of means of transport, cranes, and towing</li> </ul>
15	<p>Other specialized wholesalers have not been classified anywhere</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Trading in ash, slag, scrap products</li> </ul>
16	<p>Other business support service activities have not been classified anywhere</p> <ul style="list-style-type: none"> <li>- Details: Import and export of energy, raw materials, equipment, supplies and spare parts for electricity production and trading; Import and export of the Corporation's business items.</li> </ul> <p>(Excluding the exercise of the right to export, import and distribution of goods on the list of goods which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import or distribute)</p>

17	<p>Architectural activities and related technical consultancy:</p> <ul style="list-style-type: none"> <li>- Design and verification of work construction designs</li> <li>- Formulation and verification of construction investment projects</li> <li>- Project Management Consulting</li> <li>- Construction supervision</li> <li>- Construction investment cost management</li> <li>- Bidding consultancy</li> </ul> <p>( For conditional business lines, enterprises shall only conduct business activities when they fully meet the conditions prescribed by law)</p>
18	<p>Trading in real estate, land use rights belonging to owners, users or lessees:</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Glass business Public Process Build Build Yes Available Bags Included: Public Process Build Build Yes Public Abilities Submission Service Item Destination Spear sex, Y , Body Thao, Literature Chemistry, Literature Rooms, Spear Sale, Translation Service, du Calendar, Save residence, Public karma and Public Process Build Build Yes Public Abilities Submission Service Mixed Combination.</li> <li>- Trading in the construction floor area in the construction work .</li> </ul>
19	<p>Manufacture of basic chemicals</p> <p>Detail:</p> <p>Manufacture of industrial gases.</p>
20	<p>- Other business lines not prohibited by law, in line with the Corporation's development objectives and strategies.</p>

2. The corporation is permitted to conduct business activities in accordance with the sectors specified in Clause 1 of this Charter, which have been registered, notified of changes

in the registration content with the business registration authority, and published on the national enterprise registration portal.

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

##### **Article 5. Charter capital, shares**

1. The Company's Charter capital is: VND 30,678,456,880,000 (In words: Thirty trillion, six hundred and seventy-eight billion, four hundred and fifty-six million, eight hundred and eighty thousand Vietnamese Dong).

The Company's Charter capital is divided into: 3,067,845,688 shares with a nominal value of 10,000 VND (Ten thousand VND/shares).

2. The corporation can increase or decrease its charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. All shares of the Corporation on the date of the approval of this Charter shall be common shares. The rights and obligations of shareholders are specified in Articles 11 and 12 of this Charter.

4. The corporation may issue preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the regulations of the law.

5. "The common shares must be offered to existing shareholders in proportion to their corresponding shareholding in the company, unless the General Meeting of Shareholders decides otherwise. Shares not subscribed for by shareholders will be decided upon by the Board of Directors of the company. The Board of Directors may distribute these shares to other parties under conditions and methods deemed appropriate by the Board of Directors, but these shares should not be sold under terms more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders."

6. The corporation can purchase shares issued by the corporation itself according to the regulations of the law and delegated/authorized as stipulated in this Charter. For shares repurchased by the corporation as treasury shares, the Board of Directors can offer them for sale in ways that are consistent with the provisions of this Charter, the Securities Law, and relevant guiding documents..

7. The corporation may issue other types of securities in accordance with the regulations of the law and this Charter.

##### **Article 6. Share certificates**

1. Shareholders of the Corporation are issued stock certificates corresponding to the number and type of shares they own.

2. Shares are a type of security that confirms the legal rights and interests of the holder in relation to a portion of the capital stock of a corporation. Shares must include all the required content as stipulated in Clause 1, Article 121 of the Enterprise Law..
3. The stock certificate must bear the seal of the Corporation and the signature of the Corporation's legal representative in accordance with the provisions of the Enterprise Law. The stock certificate must clearly state the quantity and type of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Enterprise Law..
4. Within thirty (30) days from the date of submission of the complete application for the transfer of share ownership as prescribed by the Corporation, or within two (02) months (or another period as stipulated in the issuance terms) from the date of full payment for the purchase of shares as specified in the Corporation's share issuance plan, the shareholder shall be issued a share certificate. Shareholders are not required to pay the Corporation any costs for printing the share certificate..
5. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
  - a. Information about the lost or damaged share certificate;
  - b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.
6. In case of errors in the content or form of shares issued by the Corporation, the rights and interests of the shareholders will not be affected. The legal representative of the Corporation shall be responsible for any damages caused by such errors.

**Article 7. Other securities certificates**

Bond certificates and other securities certificates issued by the Holding Company shall bear the signatures of the legal representatives and seal of the Company..

**Article 8. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. In cases where there are other provisions, these provisions are only effective when explicitly stated on the shares of the corresponding stock.. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.
2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

**Article 9. Withdrawal of shares**

Not applicable

**CHAPTER V**  
**ORGANIZATION STRUCTURE , ADMINISTRATION AND CONTROL**

**Article 10. Organizational structure, administration and control**

Organizational structure, administration and control include :

1. The GMS;
2. The Board of Directors;
3. Board of Controllers;
4. The Director/General Director .

**CHAPTER VI**  
**SHAREHOLDERS AND GMS**

**Article 11. Rights of shareholders**

1. Ordinary shareholders have the right to:
  - a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;
  - b. Receive dividends at the rate decided by the GMS;
  - c. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;
  - d. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
  - e. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
  - f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;
  - g. When the corporation is dissolved or bankrupt, receiving a portion of the remaining assets corresponding to the shareholding ratio in the corporation after the corporation has settled its debts (including obligations to the state, taxes, and fees) and paid out to shareholders holding other types of shares according to legal regulations.;
  - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;

- j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
  - k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights prescribed by law and the Company's Charter.
2. The shareholder or group of shareholders that holds at least (5%) of total ordinary shares has the rights to:
    - a. Request the Board of Directors to convene the GMS in accordance with Clause 4 Article 13 of this Charter ;
    - b. Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;
    - c. Request the Board of Controllers to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;
    - d. Propose inclusion of the issues in the agenda of the GMS.;
    - e. Other rights prescribed by law and the Company's Charter.
  3. Shareholders or a group of shareholders holding 10% or more of the total common shares have the right to nominate members to the Board of Directors and the Supervisor Board. The nomination process for members to the Board of Directors and the Supervisor Board is conducted according to the provisions in Articles 25 and 36 of this Charter.
  4. The organization is a shareholder of a joint-stock company owning at least 10% to less than 50% of the total voting shares, and it can appoint a maximum of 03 authorized representatives. If owning at least 50% of the total voting shares, it can appoint a maximum of 08 authorized representatives.
  5. The shareholders or shareholder group specified in Clause 2 of this Article have the right to request the convening of the General Meeting of Shareholders in the following cases:
    - a. The Board of Directors seriously violate the rights of shareholders, the duties of managers, or made decisions beyond the authority granted;
    - b. Other rights prescribed by law and the Company's Charter.

## **Article 12. Obligations of shareholders**

Ordinary shareholders have the obligations as below: -

1. Fully and timely pay for the subscribed shares.
2. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Company's Charter and internal regulations on company administration;
4. Comply with resolutions and decisions of the GMS and the Board of Directors.
5. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. Participate in the GMS and exercise the right to vote in the following manners:
  - a. Participate and vote in person at the meeting;
  - b. Authorize other organizations and individuals to participate and vote at the meeting;
  - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d. Send votes by mail, fax or email or other platforms If the election regulations and vote counting rules have provisions.
7. Provide the accurate residential address and email address to the registration unit for securities custody
8. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
  - a. Violations of law;
  - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c. Paying undue debts while the Company is facing financial risks.
  - d. On behalf of the Corporation, perform tasks that are not within the scope of authority, not related to duties and responsibilities;
9. Fulfill other obligations prescribed by applicable regulations of law.

## **Article 13. General Meeting of Shareholders**

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by the Company's Charter, the Board of Directors may delay the date of conducting the annual GMS but still within 06 months

from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.

2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representatives of the accredited audit organization that audited the Company's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS
3. The Board of Directors shall convene an extraordinary GMS in the following cases:
  - a. It is considered necessary for the Company's interests by the Board of Directors;
  - b. The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;
  - c. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 11 of this Charter ; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
  - d. It is requested by the Board of Controllers;
  - e. Other cases prescribed by law and this Charter.

#### 4. Convening the extraordinary GMS

- a. The Board of Directors must convene a shareholders' meeting within 60 (sixty) days from the date of the occurrence of the case specified in point b of clause 3 of this Article or upon receiving the request to convene the meeting specified in points c and d of clause 3 of this Article. If the Board of Directors does not convene the shareholders' meeting as required, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any resulting damages to the corporation;
- b. If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, within the next 30 days, the Supervisor Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Enterprise Law. If the Supervisor Board does not convene the General Meeting of Shareholders as required, the Supervisor Board must compensate for any resulting damages to the Corporation;
- c. If the Supervisor Board does not convene the General Meeting of Shareholders as specified in Point b, Clause 4 of this Article, the shareholder or group of shareholders as specified in Point c, Clause 3 of this Article has the right to represent the Corporation to convene the General Meeting of Shareholders as specified in Clause 4, Article 140 of the Enterprise Law.

In this case, shareholders or a group of shareholders who convene a General Meeting of Shareholders have the right to request the business registration authority to supervise the procedures, process of convening the meeting, conducting the meeting, and making decisions of the General Meeting of Shareholders .

- d. The costs of convening and conducting the General Meeting of Shareholders as specified in Points a, b, c of Clause 4 of this Article will be reimbursed by the Corporation.
  - e. The procedure for organizing a General Meeting of Shareholders according to the provisions of Clause 5, Article 140 of the Enterprise Law.
5. The Board of Directors has the authority to decide to organize the shareholders' meeting online instead of holding it in person or a combination of both, if it meets the infrastructure and information technology requirements

Unless otherwise specified in this Charter, the organization of the General Meeting of Shareholders in the form of online meetings shall be conducted in accordance with the internal regulations on governance and the Regulation on organizing online General Meetings of Shareholders of the Corporation.

#### **Article 14. Rights and obligations of the GMS**

1. The GMS has following rights and obligations:
  - a. Approve the Company's development orientations;
  - b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
  - c. Elect, dismiss and discharge members of the Board of Directors and members of the Board of Controllers;
  - d. Decide investment in or sale of assets that are worth at least [35%] of the total assets written the Company's latest financial statement;
  - e. Decide revisions to the Company's Charter;
  - f. Approve annual financial statements;
  - g. The decision to repurchase shares and the repurchase plan (specifying the quantity, implementation period, and principles for determining the repurchase price) except in cases of repurchase according to point d, clause 2, Article 27 of the Charter;
  - h. Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Controllers if they cause damage to the Company and its shareholders;
  - i. Decide re-organization and dissolution of the Company;
  - j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Controllers;
  - k. Approve internal regulations on company administration, operation of the Board of Directors and the Board of Controllers;

- l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
  - m. Other rights and obligations prescribed by law.
2. The GMS shall discuss and approve the following issues:
    - a. The audited annual financial statement;
    - b. The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
    - c. The report of the Board of Controllers on the Company's business performance, performance of the Board of Directors, the Director/General Director;;
    - d. The Company's annual business plan;
    - e. The self-assessment report on performance of the Board of Controllers and its members;
    - f. Dividend per share of each type;
    - g. The quantity of members of the Board of Directors and the Board of Controllers;
    - h. Election, dismissal and discharge of members of the Board of Directors and members of the Board of Controllers;
    - i. The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Controllers;
    - j. Revisions to the Company's Charter;
    - k. Types and quantity of additional shares of each type;
    - l. Division, consolidation, merger or conversion of the Company;
    - m. Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator
    - n. Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
    - o. The decision to repurchase shares and the repurchase plan (which specifies the quantity, implementation time, and principles for determining the repurchase price) except for repurchases according to the provisions at point d, clause 2, Article 27 of the Statute.;
    - p. Approve contracts, engage in transactions with related parties as follows:
      - (i) The contract deals with the subjects specified in Clause 1, Article 167 of the Enterprise Law and Point b, Clause 4, Article 293 of Decree 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law, and is equal to or greater than thirty-five percent (35%) of the total asset value of the Corporation as recorded in the latest financial report;
      - (ii) Contracts, loan transactions, borrowing, lending, and the sale of assets valued at more than 10% of the total assets of the Corporation as recorded in the latest financial report between the Corporation and a shareholder owning more than 51% of the total voting shares or a related person of that shareholder..

- (iii) Grant loans or guarantees to members of the Board of Directors, Inspectors, General Directors, other managers who are not shareholders, and individuals or organizations related to these parties.

In this case , members/shareholders with an interest do not have voting rights;

- q. Approve internal regulations on company administration, operation of the Board of Directors and the Board of Controllers;
  - r. Other issues prescribed by law and this Charter.
3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

#### **Article 15. Authorizing participation in GMS**

- 1. Shareholders and authorized representatives of shareholders that are institutional may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 6 Article 12 of this Charter..
- 2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).

- 3. Votes casted the authorized participants within authorization scope shall be effective unless:
  - a. The authorizing person is dead, has have limited legal capacity or is incapacitated;
  - b. The authorizing person has cancelled the authorization;
  - c. The authorizing person has cancelled the authority of the authorized person.

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

#### **Article 16. Changes of rights**

- 1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same

type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey..

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting..
3. Procedures for carrying out such a meeting are similar to those specified in Articles 17, 18 and 19 of this Charter .
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type..

#### **Article 17. Convening, agenda and invitations to the GMS**

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 13 of this Charter.
2. The person who convenes the GMS shall perform the following tasks:
  - a. Prepare the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;
  - b. Prepare the meeting agenda and contents
  - c. Prepare meeting documents;
  - d. Draft the resolution of the GMS according to the meeting contents; the list and detailed information of candidates in the case of electing members of the Board of Directors and Supervisor Board.;
  - e. Determine the meeting time and location;
  - f. Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;
  - g. Provide information and resolve complaints related to the shareholder list .
  - h. Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by guarantee mail and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least 21 days before the opening date of the GMS from the day on which the invitation is validly sent. The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, Including:
  - a. The meeting agenda and documents to be used during the meeting;
  - b. The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Controllers;
  - c. Vote ballot;
  - d. Draft resolution on each issue mentioned in the meeting agenda.
4. The shareholder or group of shareholders mentioned in Clause 2 Article 11 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least [05 working days] before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.
5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
  - a. The proposal is sent against the regulations of Clause 4 of this Article ;
  - b. The proposing shareholder or group of shareholders is holding less than [5%] of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;
  - c. The proposed issue is outside the jurisdiction of the GMS;
  - d. Other cases prescribed by law and this Charter.
6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS
7. At the suggestion of the chairperson, the General Meeting of Shareholders has the right to modify the meeting agenda that was included with the invitation notice, in accordance with Clause 3, Article 17 of this Charter.

#### Article 18. **Conditions for opening the GMS**

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over [50%] of the voting shares.

In the case of organizing the General Meeting of Shareholders in an online format or a combination of online and in-person formats, shareholders are considered to attend the meeting if they meet one of the following conditions:

- (i) Shareholders or authorized representatives are required to attend and register in person at one of the meeting venues..
- (ii) Log in to the system using the access account provided by the Corporation to participate online.

In the event that the required number of delegates is not present within thirty (30) minutes from the scheduled start time of the meeting, the convenor has the right to cancel the meeting.

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within [30 days] from the intended date of the first meeting, [unless otherwise prescribed by the Company's Charter]. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least [33%] of the voting shares
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within [20 days] from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

#### **Article 19. Procedures for carrying out and voting at the GMS**

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
  - a. The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair;
  - b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.
2. Election of the chair, secretary and vote counting board :

- a. The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Controller shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;
  - b. In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;
  - c. The chair shall appoint one or some people as secretaries of the meeting;
  - d. The GMS shall elect one or some persons to the vote counting board at the request of the chair .
3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.
  4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
    - a. Arrange seats at the meeting location;
    - b. Ensure safety of the participants;
    - c. Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
  5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed. In the occasion that the voting results of the online General Meeting of Shareholders or a hybrid meeting (combining online and in-person attendance) are not available before the conclusion of the meeting due to the Vietnam Securities Depository serving as the voting advisory unit, the Corporation must publish the voting results on its official website within one day from the time the results are received from the hired voting advisory unit. The timeline for publishing the voting results must be explicitly stipulated in the Rules of Voting Procedures approved at each General Meeting of Shareholders.
  6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
  7. The person who convenes the GMS or the chair has the rights to:

- a. Request all participants to undergo inspection or other lawful and reasonable security measures;
  - b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:
    - a. The current location does not have adequate convenient seats for all participants;
    - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
    - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
  9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.
  10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 20. The form of approval through a resolution of the General Meeting of Shareholders**

1. The General Meeting of Shareholders approves decisions within its authority through voting at meetings or obtaining written opinions.
2. Some issues need to be approved by a vote at the shareholders' meeting.:
  - a. The development orientation of the Corporation ;
  - b. The type of shares and the total number of shares of each type ;
  - c. Through the annual financial report;
  - d. Reorganize, dissolve the Corporation .
  - e. Electing members of the Board of Directors and the Supervisor Board in the case where there are more than one member of the Board of Directors or one Supervisor is elected.;

**Article 21. Approving the resolution of the General Meeting of Shareholders**

1. The resolution on the following content is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases specified in clauses 4 and 5 of this Article :
  - a. Type of shares and the total number of shares of each type,
  - b. Change profession, business sector ;
  - c. Change the organizational structure of the corporation according to Article 10 of the Charter ;
  - d. The investment project or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the latest financial report of the Corporation ;
  - e. Reorganize, dissolve the Corporation ;
2. The resolutions are adopted when they receive the approval of shareholders who own more than 50% of the total voting shares of all attending shareholders at the meeting, except in the cases specified in paragraphs 1, 3, 4, and 5 of this Article.
3. Election of members to the Board of Directors and the Supervisor Board at the General Meeting of Shareholders is conducted according to the regulations in Article 148, Clause 3 of the Enterprise Law. The voting process for electing members to the Board of Directors and the Supervisor Board must follow the cumulative voting method, where each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisor Board. Shareholders have the right to allocate all or a portion of their total voting shares to one or several candidates. The elected member of the Board of Directors or Supervisor is determined by the number of votes, starting from the highest down to the lowest, beginning with the candidate who receives the highest number of votes until the required number of members as stipulated in the company's Charter is met. In cases where there are two or more candidates with the same number of votes for the final member of the Board of Directors or Supervisor Board, a re-election will be conducted among the candidates with the same number of votes, or according to the criteria stipulated in the election regulations.

Election of members of the Board of Directors and the Supervisor Board by written consultation is conducted through voting methods.
4. The resolution will be adopted if the shareholders holding more than 50% of the total voting shares of all shareholders with voting rights agree, if the resolution is approved in the form of a written consultation.

5. Resolution of the General Meeting of Shareholders regarding the content that changes the rights and obligations of shareholders owning preferred shares has been passed according to the ratio specified in Clause 1, Article 16, of the Charter..
6. Except as otherwise provided by law, the resolutions of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the resolution is approved; the sending of the resolution may be replaced by posting it on the website of the Corporation.
7. The resolutions of the General Assembly of Shareholders are legally valid and effective when approved by 100% of the total shares with voting rights, even if the procedures and procedures for convening the meeting and approving such resolutions violate the regulations of the Enterprise Law and the Charter of the Corporation..

**Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the GMS**

The authority and procedures for ratifying resolutions of the GMS by questionnaire survey:

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the GMS when it is considered necessary for the Company's interests, except for the cases specified in Clause 2 Article 20 of the Charter .
2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 17 of this Charter. The process of compiling a list of shareholders to send out voting ballots is conducted according to the regulations specified in point a, paragraph 2, Article 17 of the Charter..
3. A questionnaire shall contain the following information:
  - a) The enterprise's name, headquarters address, identification number;
  - b) Purposes of the survey;
  - c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
  - d) The issues being voted on;
  - d) Voting options for each issue, including affirmative, negative and abstentions;
  - e) Submission deadline;

- g) Full name and signature of the President of the Board of Directors.
4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:
- a) The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;
  - b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;
  - c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.
5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Controllers or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:
- a) The enterprise's name, headquarters address, identification number;
  - b) The purposes and issues voted on;
  - c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
  - d) Quantity of affirmative votes, negative votes and abstentions on each issue;
  - đ) Ratified issues and ratio of affirmative votes;
  - e) Full name and signature of the President of the Board of Directors.
- Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.
6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.
7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution shall be ratified by questionnaire survey if it receive at least [50%] affirmative votes from voting shareholders and has the same value as those ratified at the GMS.

**Article 23. Resolutions and minutes of meetings of the GMS**

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) Time and location of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- d) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- e) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
- h) Ratified issues and ratios of affirmative votes;
- i) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

In the event that the vote counting results of the online General Meeting of Shareholders or a combination of online and offline are not available before the end of the meeting because the Vietnam Securities Depository is the unit advising on the vote counting, leading to the absence of content at points g and h in the meeting minutes, the corporation must publish the vote counting results on the corporation's website within 24 hours from the time of receiving the vote counting results from the hired advisor.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.
4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

**Article 24. Requesting cancellation of a resolution of the GMS**

1. Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 11 of the Charter is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:
  - a. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 7 Article 21 of this Charter.
  - b. The contents of the resolution violate regulations of law or this Charter.
2. When a shareholder or a group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as specified in this Article, such resolution shall remain effective until the Court's or Arbitration's decision to annul the resolution takes effect, unless an interim urgent measure is applied according to the decision of the competent authority.
3. The case where a decision of the General Meeting of Shareholders is annulled according to the decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders may consider organizing a new General Meeting of Shareholders within sixty (60) days according to the procedures and regulations specified in the Enterprise Law and this Charter.

**CHAPTER VII  
THE BOARD OF DIRECTORS**

**Article 25. Nomination and self-nomination of members of the Board of Directors**

1. After candidates for members of the Board of Directors have been nominated, the Corporation shall publish information about these candidates at least ten (10) days before the opening date of the GMS on the Corporation's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is honest, correct, reasonable and to perform his/her duties in an honest and prudent manner for the best interests of the Corporation if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a. Full name, date of birth;
  - b. Educational background;
  - c. Qualifications;
  - d. Work experience;
  - e. Other managerial positions, including positions in the Board of Directors of other companies;
  - f. An evaluation report on the candidate's contributions to the Corporation, if he/she is currently a member of the Corporation's Board of Directors;
  - g. Interests relevant to the Corporation (if any);
  - h. Full name of the shareholder or group of shareholders who nominate the candidate (if any);
  - i. Other information (if any).
  - j. The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
2. The shareholders who hold ordinary shares shall be entitled to aggregate their voting rights to nominate candidates for the Board of Directors. The shareholder or group of shareholders that hold between ten percent (10%) and under twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; between twenty percent (20%) and under thirty percent (30%) shall nominate a maximum of two (02) candidates; between thirty percent (30%) and under forty percent (40%) shall nominate a maximum of three (03) candidates; between forty percent (40%) and under fifty percent (50%) shall nominate a maximum of four (04) candidates; between fifty percent (50%) and under sixty percent (60%) shall nominate a maximum of five (05) candidates; between sixty percent (60%) and under seventy percent (70%) shall nominate a maximum of six (06) candidates; between seventy percent (70%) and under eighty percent (80%) shall nominate a maximum of seven (07) candidates; and between eighty percent (80%) and under ninety percent (90%) shall nominate a maximum of eight (08) candidates.
  3. In case the number of candidates is smaller than the minimum number of members of the Board of Directors to be elected, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the mechanism established by the Corporation in company administration regulations and regulations on operation of the Board of Directors. This shall be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
  4. Candidates nominated or self-nominated in accordance with Clause 2 of this Article shall satisfy the qualifications required for the position of members of the Board of Directors as prescribed in the Corporation's Charter and relevant laws. Except as provided in Clause 3 of this Article, the nomination or self-nomination documents (including those related to the

shareholder/group of shareholders who organizes the nomination or self-nomination for the position of members of the Board of Directors) shall be submitted to the Corporation's Board of Directors at least fifteen (15) days prior to the opening date of the GMS for review and public disclosure.

**Article 26. Term of office and composition of the Board of Directors**

1. The Board of Directors of Corporation has five (05) to eight (08) members.
2. The term of office of members of the Board of Directors shall not exceed 05 years and have no term limit. An individual may only be elected as an independent member of the Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors ends at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.
3. Composition of the Board of Directors:  
  
At least one third (1/3) of the members of the Board of Directors of the public company shall be non-executive members. The Corporation shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the company to ensure the independence of the Board of Directors. The total number of independent members of the Board of Directors shall satisfy the following requirements:
  - a) At least 01 independent member if the Board of Directors has 05 members;
  - b) At least 02 independent members if the Board of Directors has from 06 to 08 members;
4. A member of the Board of Directors shall lose the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.  
  
An independent member of the Board of Directors shall send a notice to the Board of Directors if he/she is not able to satisfy the standards and conditions prescribed in Clause 2 Article 155 of the Law on Enterprises, and shall automatically cease to be an independent member of the Board from the date he/she is not able to satisfy the standards and conditions. The Board of Directors shall inform the situation at the next meeting, or convene a GMS to elect or replace the independent member of the Board of Directors within six (06) months from the date of the receipt of the notification from the concerned independent member of the Board of Directors.
5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.
6. Members of the Board of Directors shall not necessarily be shareholders of the Company.

**Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Corporation and has the full authority to make decisions, exercise rights and obligations of the company in the name of the Corporation, except for the rights and obligations of the GMS.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Corporation's Charter and the GMS. To be specific:
  - a) Decide the strategy, medium-term development and annual business plans of the Corporation;
  - b) Propose the share issuance plan, including the types of authorized shares and quantity of each type; the plan for the use of the proceeds from the issuance;
  - c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
  - d) Decide selling prices for shares and bonds of the Corporation;
  - d) Decide repurchase of shares in accordance with Clause 2 Article 36 of the Law on Securities;
  - e) Approve the bond issuance plan, the plan for the use and the repayment of the funds raised from the issuance, and report to the GMS at the next meeting. In regards to convertible bonds and bonds with warrants, the Board of Directors shall propose the issuance plan for approval by the GMS;
  - e) Decide the investment plan and investment projects or the sale of assets within the jurisdiction as prescribed in the investment delegation regulations and financial regulations of the Corporation, except for investment projects that fall under the authority of the GMS as prescribed in Point d Clause 1 Article 14 of this Charter;
  - g) Decide solutions for market development, marketing and technology;
  - h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions that are worth at least 35% of the Corporation's total assets written in the Corporation's latest financial statement, except for contracts and transactions that fall under the authority of the GMS; Approve contracts and transactions with related parties as prescribed in Clause 2 Article 167 of the Enterprise Law, which do not fall under the authority of the GMS as prescribed in Point p Clause 2 Article 14 of the Charter.
  - i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, sign contracts with the General Director and other key executives prescribed by the Corporation's Charter; Decide salaries, remunerations, bonuses and other benefits of these executives; Authorize representatives to participate in the Board of Members or GMS of

other companies; Authorize/nominate/change the representative of the Corporation to participate in the Board of Members/Board of Directors, or the Board of Controllers at enterprises in which the Corporation has invested; Decide their remunerations and other benefits (if any);

k) Administer the General Director and other executives operating everyday business of the Corporation;

l) Decide the organizational structure, internal administration regulations of the Corporation, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and documents serving the GMS; Convene the GMS or collect comments for the GMS to ratify its resolutions;

n) Submit (i) the business performance report, (ii) the audited financial statements, (iii) the evaluation report on the performance of the management and administration of the Corporation, (iv) the report on the Board of Directors' performance, (v) the assessment report from the Board of Controllers to the GMS.

The reports in items (i), (ii), and (iii) shall be sent to the Board of Controllers for review no later than 30 (thirty) days before the opening date of the Annual GMS;

o) Propose dividends; Decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

p) Propose reorganization, dissolution of the Company; Request bankruptcy of the Company;

q) Decide internal administration regulations, operation regulations of the Board of Directors of the Corporation after ratified by the GMS.

s) Conclude the Corporation's complaints against the enterprise's executive, decide the selection of the Corporation's representative to address legal matters concerning that executive;

t) Report the results of the designation of the General Director at the next GMS;

u) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the company's Charter.

3. The Board of Directors shall submit reports on its performance to the GMS pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. The Corporation shall be entitled to pay remunerations and bonuses to members of the Board of Directors according to their business performance.
2. Members of the Board of Directors shall be entitled to remunerations and bonuses. Remunerations shall be calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.
3. Remunerations of each member of the Board of Directors shall be recorded as the Corporation's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Corporation's annual financial statement and reported at the annual GMS.
4. Members of the Board of Directors who are holding the executive position or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.
6. Members of the Board of Directors may have responsibility insurance purchased by the Corporation if this is approved by the GMS. This insurance shall not cover responsibility of members of the Board of Directors relevant to violations against the law and the Corporation's Charter.

**Article 29. President of the Board of Directors**

1. The President of the Board of Directors shall be elected among the members of the Board of Directors, and dismissed, discharged by the Board of Directors.
2. The President of the Board of Directors shall not concurrently hold the position of General Director.
3. Rights and obligations of the President of the Board of Directors:
  - a. Formulate operating plans and programs of the Board of Directors;
  - b. Prepare the agenda and documents of meetings of the Board of Directors; convene and chair meetings of the Board of Directors;
  - c. Organize the ratification of resolutions and decisions of the Board of Directors;

- d. Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. Chair the GMS;
  - f. Other rights and obligations prescribed by the Law on Enterprises and the Corporation's Charter.
4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within 10 days from the resignation or dismissal date.
  5. In case the President of the Board of Directors is not present or is not able to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Corporation's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

**Article 30. Meetings of the Board of Directors**

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the date of the dismissal or removal of the previous President of the Board of Directors. This meeting shall be convened and chaired by the member that receives the most votes until a new decision is issued by the Board of Directors.
2. The President of the Board of Directors shall convene regular and ad hoc meetings of the Board of Directors, set the agenda, time and location of the meeting at least five (05) working days prior to the meeting. The President may convene meetings whenever necessary, but at least one (01) meeting shall be held per quarter.
3. The President of the Board of Directors shall convene a meeting of the Board of Directors without unjustified postponement when any of the following parties requests in writing, specifying the purpose of the meeting, the issues to be discussed and decided within the authority of the Board of Directors:
  - a. The Board of Controllers;
  - b. The General Director or at least five (05) other executives;
  - c. The independent member of the Board of Directors;
  - d. At least two (02) members of the Board of Directors.

4. The meeting of the Board of Directors mentioned in Clause 3 of this Article shall be held within seven (07) working days from the receipt of the request. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by the Corporation; the requesters shall be entitled to convene the meeting instead of the President of the Board of Directors.
5. In case there is a request from an independent audit company which audits the Corporation's financial statements, the President of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Corporation's situation.
6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least three (03) working days before the meeting. The invitation shall be made in writing in Vietnamese and specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors shall be a physical invitation letter, by phone, fax, email or other forms provided that they are delivered to the mailing address of each member of the Board of Directors registered at the Corporation.

7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Controllers.

Members of the Board of Controllers shall be entitled to attend meetings of the Board of Directors and to discuss but shall not be entitled to vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths ( $3/4$ ) of the total number of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.
9. It shall be considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:
  - a) Participate and vote in person at the meeting;
  - b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
  - c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d) Send votes by mail, fax or email;
10. In case the votes are sent to the meeting by mail, they shall be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.
12. A resolution or decision of the Board of Directors shall be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

**Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The number of members of each subcommittee shall be decided by the Board of Directors with at least three (03) persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee pursuant to the decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members that attend and vote at the subcommittee meeting are the members of the Board of Directors.
2. The implementation of decisions of the Board of Directors, or its subcommittees, or an individual with the status of a subcommittee member shall be conformable with applicable regulations of law and regulations the Corporation's Charter.

**Article 32. Person in charge of Corporation administration**

1. The Board of Directors of the Corporation shall designate at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.
2. The person in charge of company administration shall not concurrently work for the accredited audit organization that is auditing the Corporation's financial statements.
3. The person in charge of company administration has the following rights and obligations:
  - a) Provide consultancy to the Board of Directors on the organization of the GMS in accordance with applicable regulations and on relevant matters between the Corporation and its shareholders;
  - b) Prepare meetings of the Board of Directors, the Board of Controllers and the GMS as requested by the Board of Directors or the Board of Controllers;
  - c) Provide consultancy on meeting procedures;
  - d) Participate in the meetings;

- d) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Controllers;
- g) Supervise and report to the Board of Directors on the Corporation's information disclosure;
- h) Assist in contact between parties with relevant interests;
- i) Protect confidentiality of information in accordance with regulations of the Law and the Corporation's Charter;
- k) Other rights and obligations prescribed by law and the Corporation's Charter.

## **CHAPTER VIII**

### **THE GENERAL DIRECTOR, OTHER EXECUTIVES AND THE SECRETARY OF THE CORPORATION**

#### **Article 33. Organization of the management apparatus**

The management system of the Corporation shall ensure that the management apparatus shall be responsible to the Board of Directors and operate under its leadership. The Corporation has one (01) General Director, Deputy General Directors, and Chief Accountant. The General Director and Deputy General Directors may also be members of the Board of Directors. The designation and dismissal of these positions shall be subject to ratification by resolutions or decisions of the Board of Directors, which are approved in a lawful manner.

#### **Article 34. The Corporation's executives**

1. The Corporation's executives shall include the General Director, Deputy General Directors, Chief Accountant.
2. When requested by the General Director and approved by the Board of Directors, the Corporation shall recruit other executives with the quantity and qualifications conformable with the organizational structure and administration regulations of the Corporation prescribed by the Board of Directors. Executives shall assist the Company in achieving its operating and business objectives.
3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.
4. Salaries of executives shall be recorded as the Corporation's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Corporation's annual financial statement and reported at the annual GMS.

**Article 35. Designation, dismissal, duties and entitlements of the General Director**

1. The Board of Directors shall designate one (01) member of the Board of Directors or hire a person as the General Director and sign a contract specifying the salaries, remunerations, benefits, and other relevant terms and conditions.
2. The General Director shall administer the Corporation's everyday business operation; be under the supervision of the Board of Directors; be responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years without term limit. The designation may be terminated in accordance with the provisions of the employment contract. The General Director shall not be prohibited by law from holding this position and satisfy the requirements prescribed by law and the Corporation's Charter.  
The General Director shall have the following rights and obligations:
  - a. Organize the implementation of resolutions and decisions of the Board of Directors and the GMS; Organize the implementation of the Corporation's business plans and investment plans which are approved by the Board of Directors and/or the GMS;
  - b. Decide the issues relevant to the Corporation's everyday business operation outside the jurisdiction of the Board of Directors;
  - c. Propose organizational structure and internal administration regulations of the Corporation; decide the establishment of functional committees of the Corporation, departments/workshops at its subsidiaries, subject to the approval of the Board of Directors;
  - d. Develop and submit to the Board of Directors for approval the staffing plan of the Corporation; the functions and responsibilities of the Corporation's departments/offices; the operation regulations for subsidiaries, branches, and representative offices;
  - e. Propose measures to enhance the operations and administration of the Corporation;
  - f. Make recommendations regarding the number of executives and the individuals to be hired by the Corporation for the Board of Directors to designate or dismiss, to ensure the most efficient and effective administration operations; Provide consultancy to the Board of Directors in resolutions to the salaries, remunerations, benefits, and other terms and conditions of the employment contract for the Corporation's executives;
  - g. Decide the recruitment of employees, employment contracts signing, allocation and assignment, salaries and benefits (if any), discipline and commendation, granting of leave entitlements, or termination of employment of employees within the Corporation, in accordance with labor law and the Corporation's regulations;
  - h. Designate, dismiss, execute, and terminate contracts for positions within the jurisdiction prescribed by the Board of Directors;
  - i. Propose dividend payment plan or business loss settlement;

- j. Develop and submit to the Board of Directors for approval the draft development strategy, medium-term development plan, annual business plan, investment projects, and internal administration regulations of the Corporation, in accordance with this Charter and the delegation outlined in the Corporation's internal administration regulations;
  - k. Organize the implementation of statistics, accounting, the preparation of quarterly, semi-annual, and annual financial statements, and the disclosure of information in accordance with government regulations; submit to the Board of Directors the audited financial statements and regular reports on the Corporation's production and business performance;
  - m. Submit to the Board of Directors for approval a detailed business plan for the following fiscal year, in accordance with business requirements and the five-year financial plan by no later than October 31st of each year;
  - n. Have the entitlement to refuse to implement any decisions made by the President or the Board of Directors if such decisions are deemed to be in violation of the law, the Corporation's Charter, or the resolutions of the GMS. In such instances, the General Director shall be obligated to promptly send a written notice to the Board of Controllers;
  - o. Have the entitlement to take measures beyond his/her authority in emergency situations such as natural disasters, fires, or force majeure events and shall take the responsibility for such decisions. The General Director shall promptly report such actions to the Board of Directors. Other rights and obligations prescribed by law and the Company's Charter, internal regulations of the Corporation, resolutions and decisions of the Board of Directors, employment contract;
  - p. Other rights and obligations prescribed by law and the Company's Charter, internal regulations of the Corporation, resolutions and decisions of the Board of Directors, employment contract.
4. The General Director shall be responsible to the Board of Directors and the GMS for the organization and execution of the assigned duties and responsibilities, and shall report to these bodies upon request.
  5. Dismissal: The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the rights to vote and participate in the meeting (more than fifty percent (50%)), and designate a new General Director.
  6. Resignation or Loss of Eligibility:
    - a. In case of resignation, the General Director shall submit a written request to the Board of Directors. The Board of Directors shall review and make a decision within thirty (30) days from the date of receipt of the request;
    - b. The General Director shall lose their eligibility in the event of death, loss of mental capacity, loss of citizenship, or voluntary absence from their post for a period of three (03) or more

consecutive days. In such instances, the Board of Directors shall designate an interim replacement within thirty (30) days and proceed with the designation of a new General Director.

7. Authorization and Delegation:
  - a. The General Director may authorize or delegate responsibilities to the Deputy General Directors or other individuals to resolve certain tasks of the Corporation on his/her behalf and shall take the legal responsibility for such authorization or delegation;
  - b. The authorized or delegated person shall take the legal responsibility to the General Director and the law for the tasks they perform;
  - c. Any authorization or delegation related to the Corporation's seal shall be effectuated in writing and be of a specified duration.

## CHAPTER IX THE BOARD OF CONTROLLERS

### **Article 36. Nomination and self-nomination of members of the Board of Controllers (Controllers)**

1. The nomination and self-nomination of members of the Board of Controllers shall be implemented in the same manner as the nomination and self-nomination of members of the Board of Directors, as prescribed in Clause 1 and Clause 2 Article 25 of this Charter. The nomination of candidates for the Board of Controllers shall be as follows:

The shareholders or shareholder groups that hold voting shares shall be entitled to aggregate their votes to nominate candidates for the Board of Controllers. The shareholder or group of shareholders that hold between ten percent (10%) and under twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; between twenty percent (20%) and under thirty percent (30%) shall nominate a maximum of two (02) candidates; between thirty percent (30%) and under forty percent (40%) shall nominate a maximum of three (03) candidates; between forty percent (40%) and under fifty percent (50%) shall nominate a maximum of four (04) candidates; between fifty percent (50%) or more shall nominate a maximum of five (05) candidates.
2. In case the number of nominated and self-nominated candidates is smaller than the minimum number required, the incumbent Board of Controllers shall nominate more candidates or organize the nomination in accordance with the Company's Charter and administration regulations and operating regulations of the Board of Controllers. The nomination mechanism by the incumbent Board of Controllers shall be clearly disclosed and approved by the GMS prior to the nomination process. Any additional candidates introduced by the incumbent Board of Controllers shall be announced before the GMS starts to vote for members of the Board of Controllers as prescribed by law.

### **Article 37. Composition of the Board of Controllers**

1. The Board of Controllers of the Corporation has from three (03) to five (05) members. The term of office of members of the Board of Controllers shall not exceed 05 years without term limit.
2. Members of the Board of Controllers shall satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Corporation's Charter and shall not:
  - a. Work in the Corporation's accounting or finance department;
  - b. Be a member or an employee of the independent accredited audit organization that has audited the Corporation's financial statements over the last 03 years.
3. A member of the Board of Controllers shall be dismissed in the following cases:
  - a. He/she no longer fully satisfies the requirements prescribed in Clause 2 of this Article;
  - b. He/she hands in resignation letter which is accepted;
  - c. Other cases prescribed by law and this Charter.
5. A member of the Board of Controllers will be discharged in the following cases:
  - a. He/she fails to fulfill the assigned tasks and duties;
  - b. He/she fails to perform his/her rights and obligations for six (06) consecutive months, except in force majeure events;
  - c. He/she commits multiple or serious violations against obligations of members of the Board of Controllers prescribed by the Law on Enterprises and the Corporation's Charter;
  - d. Other cases prescribed by law and this Charter.

### **Article 38. Chief Controller**

1. The Chief Controller shall be elected by the Board of Controllers among its members; the election, dismissal, or discharge shall be implemented under the majority rule. More than half of the members of the Board of Controllers shall be residents of Vietnam. The Chief Controller shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.
2. Rights and obligations of the Chief Controller:
  - a. Convene meetings of the Board of Controllers;
  - b. Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Controllers;
  - c. Prepare and sign reports of the Board of Controllers after consulting with the Board of Directors for submission to the GMS.

### **Article 39. Rights and obligations of the Board of Controllers**

In addition to the rights and obligations in Article 170 of the Law on Enterprises, the Board of Controllers shall also have the following rights and obligations:

1. Propose and request the GMS to approve the list of accredited audit organizations, which shall audit the Corporation's financial statements; choose the accredited audit organization that audits the Corporation's operation; discharge accredited auditors where necessary.
2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Controllers.
3. Supervise the Corporation's finance, lawfulness of operation of members of the Board of Directors, the General Director and other executives.
4. Cooperate with the Board of Directors, the General Director and shareholders.
5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Corporation's Charter by a member of the Board of Directors, General Director or other executives, and request the violator to stop committing the violations and take remedial measures.
6. Formulate the Regulations on Operation of the Board of Controllers and submit them to the GMS for ratification.
7. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
8. Have the entitlement to access the Corporation's documents retained at its headquarters, branches and other locations; and to enter the working locations of the Corporation's executives and employees during office hours.
9. Have the entitlement to request the Board of Directors, its members, the General Director and other executives to provide accurate, adequate and timely information and documents about the Corporation's administration and operation.
10. Other rights and obligations prescribed by law and this Charter.

### **Article 40. Meetings of the Board of Controllers**

1. The Board of Controllers shall have at least 02 meetings per year. Each meeting shall be participated in by at least two thirds (2/3) of its members. Minutes of these meetings shall be detailed, including the signatures of the minute taker and participating members. All minutes of meetings of the Board of Controllers shall be retained in order to attribute responsibility to each member.
2. The Board of Controllers shall be entitled to request members of the Board of Directors, The General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

**Article 41. Salaries, remunerations, bonuses and other benefits of members of the Board of Controllers**

The salaries, remunerations, bonuses and other benefits of members of the Board of Controllers shall comply with the regulations below:

1. Members of the Board of Controllers shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Controllers.
2. Members of the Board of Controllers shall have the reasonable costs of accommodation, travel and independent counseling services reimbursed when they attend meetings of the Board of Controllers or perform other duties related to the Board's functions. The total costs shall not exceed the annual budget of the Board of Controllers which has been approved by the GMS, unless otherwise decided by the GMS;
3. Salaries and operating costs of the Board of Controllers shall be recorded as the Corporation's operating costs in accordance with regulations of the Law on corporate income tax and other relevant laws, presented in a separate section of the Corporation's annual financial statement.

**CHAPTER X  
RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF  
THE BOARD OF CONTROLLERS, THE GENERAL DIRECTOR AND OTHER  
EXECUTIVES**

**Article 42. Responsibility for prudence**

Members of the Board of Directors, members of the Board of Controllers, the General Director, other executives shall fulfill their duties, including those as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Corporation.

**Article 43. Responsibility for honesty and prevention of conflict of interest**

1. Members of the Board of Directors, members of the Board of Controllers, General Director and other executives shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.
2. Members of the Board of Directors, members of the Board of Controllers, the General Director, other executives and their related persons may only use the information obtained from their positions to serve the interests of the Corporation.
3. Members of the Board of Directors, members of the Board of Controllers, the General Director and other executives shall send written notices to the Board of Directors and the Board of Controllers of the transactions between the Corporation, subsidiary companies, or other companies in which the Corporation holds more than 50% of the charter capital with them or with their related persons as prescribed by law. The Corporation shall disclose

information about the resolutions to the aforementioned transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Directors shall not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Corporation's Charter.
5. Members of the Board of Directors, members of the Board of Controllers, the General Director, other executives and their related persons shall not use or reveal internal information for carrying out relevant transactions.
6. Transactions between the Corporation with one or some members of the Board of Directors, members of the Board of Controllers, the General Director, other executives and their related persons shall not be invalidated in the following cases:
  - a. For transactions whose value does not exceed thirty-five percent (35%) of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Controllers, the General Director, other executives have been reported to the Board of Directors and approved by the majority of the members of the Board of Directors without relevant interests;
  - b. For transactions with a value equal to or greater than thirty-five percent (35%) of the total assets or transactions that result in the cumulative value of transactions within 12 months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Controllers, the General Director, other executives have been reported to the Board of Directors and approved by the majority of the members of the Board of Directors without relevant interests.

**Article 44. Responsibility for damage and compensation**

1. Any members of the Board of Directors, members of the Board of Controllers, the General Director or other executives who violate their duties of integrity and prudence, or fail to fulfill their duties with diligence and professional competence, shall be held responsible for any damages resulting from their violations.
2. The Corporation shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Corporation) if they were or are members of the Board of Directors, members of the Board of Controllers, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Corporation, act in a lawful, honest and prudent manner for the Corporation's interests, and there is no evidence that they fail to fulfill their duties.

3. In the performance of their functions, duties, or tasks authorized by the Corporation, members of the Board of Directors, members of the Board of Controllers, other executives, employees, or authorized representatives of the Corporation shall be entitled to compensation by the Corporation if they become involved in any complaints, lawsuits, charges (excluding lawsuits filed by the Corporation) under the following circumstances:
  - a. The individual has acted with integrity, prudence, and diligence in the best interests of the Corporation;
  - b. The individual has acted in accordance with the law and there is no evidence to confirm that they have failed to fulfill their responsibilities.
4. The costs of compensation shall include all incurred expenses (including lawyer payment), judgment costs, fines, and any amounts payable that arise in practice or are deemed reasonable during the settlement of these cases in accordance with the regulations of the Law. The Corporation may purchase insurance for these individuals to cover the compensation liabilities mentioned above.

## **CHAPTER XI**

### **RIGHTS TO ACCESS THE CORPORATION'S DOCUMENTS AND RECORDS**

#### **Article 45. Rights to access the Corporation's documents and records**

1. Ordinary shareholders shall have the rights to access the Corporation's documents and records. To be specific:
  - a. Ordinary shareholders shall be entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Corporation's Charter, minutes and resolutions of the GMS;
  - b. The shareholder or group of shareholders that hold at least 05% of ordinary shares shall be entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Corporation's trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
3. Members of the Board of Directors, members of the Board of Controllers, the General Director and other executives shall be entitled to access the Corporation's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided that the information is kept confidential.

4. The Corporation shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Controllers, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the shareholders and business registration authorities are informed of the location where these documents are retained.
5. This Charter shall be published on the Corporation's website.

**CHAPTER XII**  
**ORGANIZATIONS, EMPLOYEES, AND TRADE UNIONS**

**Article 46. Organizations, Employees, and Trade Unions**

1. The relationship between the Corporation and its employees shall be implemented in accordance with the Labor laws. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives in the Corporation.
2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Corporation's relationships with trade unions, organizations according to best standards, practice and management policies prescribed in this Charter, the Corporation's regulations and applicable laws.
3. The Corporation shall be responsible for leading and coordinating with the Trade Union Executive Committee to organize a Workers' Conference annually. The purpose of this conference is to discuss solutions for achieving the production and business targets approved by the Board of Directors; evaluate the implementation of the collective labor agreement, internal regulations of the Corporation and other matters related to the legal and legitimate rights and benefits of employees.
4. Regular workplace dialogues shall be chaired by the employer, in coordination with the representative labor organization at the workplace, and shall be held at least once a year to discuss the matters prescribed in Article 64 of the Labor Code.
5. Political organizations and socio-political organizations within the enterprise shall operate in accordance with the Constitution, the law, and the organizational charters.
6. The Corporation shall be obligated to respect and not obstruct or create difficulties in the establishment of political organizations or socio-political organizations within the enterprise; nor it shall obstruct or create difficulties for employees in participating in activities of these organizations.

**CHAPTER XIII  
DISTRIBUTION OF PROFITS**

**Article 47. Distribution of profits**

1. The GMS shall decide the dividends and method of annual dividend payment from the Corporation's retained profit.
2. In accordance with the Law on Enterprises, the Board of Directors may resolve to declare an interim dividend if it is determined that such a payment is in alignment with the Corporation's profitability.
3. The Corporation shall not pay interest on dividends or the payments relevant to a certain type of shares.
4. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.
5. In case the dividends or other amounts relevant to a type of shares are paid in cash, the Corporation shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Corporation shall not be responsible if a shareholder does not receive money after the Corporation has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDCC.
6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notifications, or other relevant documents on that date.
7. Other issues relevant to profit distribution prescribed by law.
8. Provision of Funds: The Corporation shall allocate funds (including the development investment fund, commendation and welfare fund, and other funds) and reserves in accordance with the regulations of the Law.

**CHAPTER XIV  
BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING**

**Article 48. Bank accounts**

1. The Corporation shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, the Corporation may open foreign bank accounts in accordance with regulations of the Law.

3. All payments and accounting transactions of the Corporation shall be carried out via the Corporation's VND or foreign currency at the banks where the Corporation holds accounts.

**Article 49. Fiscal year**

The Corporation's fiscal year shall begin on January 1st and end on December 31st every year.

The first fiscal year shall begin on the date of issuance of the Certificate of Enterprise Registration and end on December 31st of the same year. In case the period from the date of issuance of the Certificate of Business Registration to December 31st of that year is less than ninety (90) days, the first fiscal year shall be considered to start from the date of issuance of the Certificate of Business Registration and end on December 31 of the following year.

**Article 50. Accounting**

1. The Corporation shall apply the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Corporation's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and adequate to prove and explain the Corporation's transactions.
3. The accounting currency shall be VND. If the Corporation's transactions primarily use a foreign currency, the Corporation may use it as accounting currency, take legal responsibility and send a notice to its direct supervisory tax authority.

**CHAPTER XV**

**ANNUAL REPORTS, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

**Article 51. Annual, half-year and quarterly financial statements**

1. The Corporation shall prepare annual financial statements, which have to be audited as prescribed by law. The Corporation shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.
2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Corporation's operation.
3. The Corporation shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

**Article 52. Annual reports**

The Corporation shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

**CHAPTER XVI  
AUDIT**

**Article 53. Audit**

1. The annual GMS shall designate an independent audit company or authorize the Board of Directors to select one on the approved list of independent audit companies, which shall audit the Corporation's financial statements of the next year under agreements with the Board of Directors. The Corporation shall prepare and submit the annual financial statements to an independent audit company after the conclusion of the fiscal year.
2. Audit reports shall be enclosed with the Corporation's annual financial statements.
3. Independent auditors that audit the Corporation's financial statements shall be entitled to participate in the GMS, receive notices and information relevant to the GMS, comment at the GMS on the issues relevant to the audit of the Corporation's financial statements.

**CHAPTER XVII  
RELATIONSHIP BETWEEN THE CORPORATION AND ITS SUBSIDIARIES,  
AFFILIATED COMPANIES**

**Article 54. Relationship Between the Corporation and its subsidiaries, affiliated companies, and voluntary affiliate companies**

1. The Corporation shall implement its rights and obligations with respect to its subsidiaries, affiliated companies, and voluntary affiliate companies in accordance with the law, this Charter, the charters of those companies, and other relevant regulations. The relationship between the Corporation and its subsidiaries or affiliated companies shall be conducted through agreements related to branding, markets, technology, research, training, human resource development, and other relevant arrangements.
2. The voluntary affiliate company shall be bound by the rights and obligations with the Corporation and other member entities in accordance with the affiliation agreement between the company and the Corporation.

**CHAPTER XVIII  
THE COMPANY'S SEALS**

**Article 55. The company's seals**

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Corporation, its branches and representative offices.

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

## **CHAPTER XIX**

### **DISSOLUTION AND LIQUIDATION OF THE CORPORATION**

#### **Article 56. Dissolution**

1. The Corporation shall be dissolved or terminated its operations in the following cases:
  - a. The dissolution has been decided under a resolution or decision of the GMS;
  - b. The Certificate of Enterprise Registration has been revoked, unless otherwise prescribed by the Law on Tax Administration;
  - c. Other cases prescribed by law.
2. The dissolution of the Corporation ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. The dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as prescribed by law.

#### **Article 57. Liquidation**

1. After the decision on dissolution of the Company is issued, the Board of Directors shall establish a Liquidation Board, which consists of three (03) members, of whom two (02) members shall be designated by the GMS and one (01) member shall be designated by the Board of Directors from an independent audit company. The Liquidation Board shall prepare its own operation regulations. The members of the Liquidation Board may be selected from among the Corporation's employees or independent experts. All costs associated with the liquidation process shall be prioritized for payment by the Corporation before any other outstanding debts or liabilities.
2. The Liquidation Board shall inform the business registration authority of its establishment date and commencement date. From that date, the Liquidation Board shall perform all liquidation tasks on behalf of the Corporation in the court and administrative authorities.
3. Revenues from the liquidation shall be used in the following order:
  - a. Liquidation costs;
  - b. Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective labor agreement and employment contracts;
  - c. Tax debts;
  - d. Other debts of the Corporation;
  - e. The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

**CHAPTER XX**  
**SETTLEMENT OF INTERNAL DISPUTES**

**Article 58. Settlement of internal disputes**

1. In case of disputes and complaints relevant to the Corporation's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Corporation's Charter, other laws or agreements between:
  - a. The shareholders and the Corporation;
  - b. The shareholders and the Board of Directors, the Board of Controllers, the General Director or other executives.

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the President of the Board of Directors, the President of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within ten (10) working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the President of the Board of Directors, either party shall be entitled to request the Board of Controllers to designate an independent expert as a mediator.

2. In case a settlement is not reached within six (06) weeks from the commencement of the mediation process, or the decision of the mediator is not accepted by the parties, either party may bring the case to Economic Arbitration or the Economic Court for resolution.
3. Each party shall pay its own costs of negotiation and mediation proceedings. Cost of proceedings at court shall be paid in accordance with the court's judgment.

**CHAPTER XXI**  
**REVISING THE CORPORATION'S CHARTER**

**Article 59. Revising the Corporation's Charter**

1. Revisions to this Charter shall be subject to approval by the GMS.
2. In case regulations of law that are relevant to the Corporation's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Corporation's operation.

**CHAPTER XXII**  
**EFFECTIVE DATE**

**Article 60. Effective date**

1. This Charter (8th amendment and supplement) consists of twenty-two (22) chapters and sixty (60) articles, which was unanimously approved by the General Meeting of Shareholders of PetroVietnam Power Corporation - JSC on May 20, 2026 in Hanoi. The full text of this Charter was collectively approved and adopted.

2. This Charter on the Organization and Operation of PetroVietnam Power Corporation - JSC (8th amendment and supplement) replaces the Charter (7th amendment and supplement) issued in conjunction with the Resolution 73/NQ-ĐHĐCĐ date September 25, 2025 of the General Meeting of Shareholders organized on September 25, 2025. This Charter is prepared in two (02) copies of equal validity, which are kept at the Head Office of the Company.
3. This Charter (8th amendment and supplement) takes effect from May 20, 2026
4. This Charter ((8th amendment and supplement) is the only and official Charter of the Corporation.
5. Copies and extracts of this Charter shall be effective when they hold the signature of the President of the Board of Directors or at least half (1/2) of the members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**Le Nhu Linh**