

*City Ho Chi Minh City, date... month... 2022*

**REGULATION ON  
ORGANIZATION OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS IN 2022  
OF VIETNAM OIL CORPORATION - JOINT STOCK COMPANY**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of application**

1. This Regulation shall apply to the organization of the 2022 Annual General Meeting of Shareholders of the Vietnam Oil Corporation - (hereinafter referred to as the General Meeting) via Online General Meeting and electronic voting method of shareholders at the Online General Meeting.

2. This Regulation specifies the rights and obligations of shareholders and parties attending the General Meeting; conditions and procedures of the General Meeting.

3. Shareholders, representatives of shareholders and attending parties shall be responsible for implementing the provisions of this Regulation.

**Article 2. Interpretations of Terminologies**

1. **Shareholder:** is the owner of at least one share of PetroVietnam Oil Corporation - Joint Stock Company (PVOIL), registered in the list of shareholders entitled to attend the General Meeting of Shareholders as of the finalizing date of March 30, 2022 provided by the Vietnam Securities Depository or is a person authorized in writing by shareholders and issued an account by PVOIL for registration to attend the Online General Meeting, and to conduct electronic voting.

2. **Online General Meeting:** is the General Meeting of Shareholders held with the application of modern information technology solutions to transmit the sounds and/or images of the meeting, allowing shareholders in different locations to attend, monitor, discuss and vote on the issues of the meeting.

3. **Venue of the Online General Meeting:** includes the main location and other locations. In which, the main location is the place where the Chairing Committee attend and preside over the meeting, other locations are places where shareholders log in the Online system via the account issued by PVOIL to attend the Online General Meeting.

4. **Electronic voting:** is the voting conducted by the shareholder or the authorized representative of the shareholder at the General Meeting of Shareholders in the form of voting on the Online system.

5. **Online system:** is the application/software system/website used by the Corporation for the organization of Online General Meeting of Shareholders and/or electronic voting.

6. **Registration for Online General Meeting:** is when shareholder uses the Login Information to access the system and register to attend the Online General Meeting in accordance with this Regulation and PVOIL's guidance.

7. **Login information:** consists of Username (ID) and password given in Meeting invitation or OTP code sent to the phone number of the shareholder or authorized person. The unique password and OTP code shall be provided by PVOIL to each shareholder or authorized person of shareholder via the Meeting invitation or phone number of the shareholder, or authorized person of the shareholder.

8. **Opening time of Online system:** is the starting time for shareholders to access, read documents, register to attend the Online General Meeting and be able to vote on the contents subject to voting at the General Meeting.

9. **Closing time of Online system:** is the time when Online System closes access and voting... according to notice of Chairperson of the General Meeting.

10. **The abbreviations shall have the following meanings:** GMS/GM: General Meeting of Shareholders; BOM: Board of Management; BOS: Board of Supervisors; Supervisor: Supervisor, MBOS: Member of Board of Supervisors.

## CHAPTER II

### CONDITIONS FOR ATTENDING THE GENERAL MEETING

#### Article 3. Conditions for attending the General Meeting

Individual shareholders or the authorized representatives of the institutional shareholders, whose names are registered in the list of shareholders at the finalizing date of right to attend the General Meeting, shall have the right attend the meeting or authorize in writing for another person to attend the General Meeting and having been issued an account by PVOIL to register to attend the General Meeting in accordance with the provisions of this Regulation and the law.

#### Article 4. Forms of General Meeting attendance

Shareholders shall be considered attending the online General Meeting in accordance with the following provisions:

1. Each shareholder shall be provided with an account and password to log in the Online system. Shareholder's login account shall be encrypted to ensure the verification of attending shareholder status. PVOIL shall inform shareholders of the login account and password via the Meeting invitation.

2. Shareholders who register to attend the meeting via Online system shall be verified for their eligibility to attend the General Meeting of Shareholders and shall be considered attending eligibly at the general meeting if the shareholders have completed login with the Username and password/OTP code provided by Holding company.

3. The Organization Committee shall open the Online system for shareholders to access the system for registration to attend and vote at the meeting from 8:00 April 25, 2022.

**CHAPTER III**  
**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES**  
**ATTENDING THE GENERAL MEETING**

**Article 5. Rights and obligations of shareholders or authorized representatives**

**1. Rights of shareholders or authorized representatives:**

a. Shareholders or authorized representatives shall have the right to attend the General Meeting, and vote on all issues of the General Meeting in accordance with the provisions of the Law on Enterprises and relevant legal documents.

b. Shareholders who attend the Online General Meeting shall log in the Online system at: [www.dhdcd.pvoil.vn](http://www.dhdcd.pvoil.vn) to attend the General Meeting and vote on all issues of the meeting. Shareholders may log in via the following forms:

- Using the Username and OTP code to log in the system or;
- Using the Username and password in the Meeting Invitation to log in the system.
- + Username of the shareholder is: number of Identification Card; number of Citizen Identity Card; Business code; Foreign investor code.
- + OTP code: After the shareholder logs in the system, OTP code shall be sent to phone number of the shareholder or the authorized person. In case shareholder's phone number has changed, shareholder should contact PVOIL to update their new phone number.
- + Password: shall be notified to shareholders in the Meeting Invitation.

c. Shareholders and representatives of shareholders shall have the right to register to attend the General Meeting and participate in voting on the next issue of the General Meeting. The General Meeting shall not be responsible for pausing or conducting re-vote on the passed issues and the effectiveness of the previous votes shall not be affected. This provision shall also apply to shareholders who log in the system to attend the Online General Meeting.

d. Shareholders may authorize another persons to attend the meeting in accordance with PVOIL's Charter. Accordingly, for the authorized representative, if the proxy is not a shareholder of PVOIL, upon receipt of a valid proxy letter from the principal and the proxy, PVOIL shall provide the username and login password for the proxy to perform the rights and obligations in accordance with authorized content on behalf of the principal. PVOIL shall provide login information to authorized representatives via email or other forms according to shareholder's registration information. Shareholders shall be fully responsible for the authorization information sent to PVOIL. The authorized person to attend the meeting must comply with provisions of this Regulation, subject to control by the Chairing Committee and respect the results of the meeting.

**2. Rights and obligations of shareholders or authorized representatives:**

a) During the General Meeting, shareholders must follow the instructions of the Presiding Committee of the General Meeting, behave in a civilized, polite manner and maintain order.

b) Attire of shareholders and delegates must be polite and formal;

c) Shareholders attending via Online system shall be obliged to:

- Prepare and use suitable online meeting equipment, with internet connection to ensure the following of the Online General Meeting.

- Keep confidential the information related to the login account such as: full name, other identifiers (if any) of the login account and password to ensure that only the shareholder has the right to attend the meeting on Online system, except for the cases of providing those information to shareholder's authorized representative to attend the meeting. Shareholders shall be responsible for ensuring that authorized representatives comply with provisions of this Clause, similar to shareholders.

- To be responsible for all risks, disputes related to meeting attendance carried out by shareholders' login accounts on Online System. Attendance of meeting and voting on Online system by username with correct password and/or other identifiers shall be automatically considered the will of shareholders.

- Must regularly update information such as phone number, contact address, email address accurately, sufficiently, and truthfully at the securities depository to ensure the receipt of account notification and take full responsibility for this registered information.

#### **Article 6. Rights and obligations of the Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee shall include 01 Head of Committee and a number of members appointed by the Vietnam Oil Corporation - Joint Stock Company. The Shareholder Eligibility Verification Committee shall have the function of verifying the eligibility of shareholders or authorized representatives attending the General Meeting: Verifying the eligibility of shareholders who register to attend the Online General Meeting in accordance with provisions of law, PVOIL's Charter and this Regulation; Reporting at the General Meeting on the results of verification of the shareholders' eligibility to attend the General Meeting.

2. Method of verification: The Shareholder Eligibility Verification Committee shall confirm the status of shareholders based on the login information from the shareholders' accounts to determine the number of shareholders attending the Online General Meeting.

3. The Shareholder Eligibility Verification Committee shall have the right to establish an Assistant committee to complete its duties.

#### **Article 7. The Presiding Committee**

1. The Presiding Committee shall be approved by the General Meeting and consist of the Chairperson and a number of members, whose function is to chair the General Meeting.

2. Rights and obligations of the Presiding Committee:

a) To administer activities of the meeting session according to the agenda approved by the General Meeting. To conduct necessary works so the General Meeting of Shareholders can take place in an orderly manner; meeting the wishes of the majority of attending shareholders;

b) To appoint the Secretariat and propose to the General Meeting to elect the Vote Counting Committee;

c) To guide the discussion at the meeting;

d) To submit draft of necessary contents for the General Meeting to vote;

- e) To respond to issues requested by shareholders or appoint person to respond.
- 3. Any decisions of the Chairperson regarding the order and procedures or events arising outside of the agenda of the General Meeting shall be final.
- 4. The Chairperson shall conduct works deemed necessary to control the meeting in a valid and orderly manner, or for the General Meeting to reflect the wishes of the majority of attending shareholders.
- 5. Without opinions of the General Meeting, at any time the Chairperson may postpone the meeting to another time (in accordance with provisions of the Law on Enterprises and the approved Charter) and at another location decided by Chairperson if it is found that:
  - a) Behaviors of presenting parties obstruct or have the potential of obstructing the order of the meeting; or
  - b) The postponement is necessary for the procedures of the General Meeting to be properly conducted.

#### **Article 8. Rights and obligations of the Secretariat of the General Meeting**

- 1. The Secretariat of the General Meeting shall include 01 Head of the Secretariat and a number of members appointed by the Presiding Committee.
- 2. The Secretariat of the General Meeting shall perform the supporting tasks as assigned by the Chairperson such as: to record Minutes of the proceedings of the General Meeting, to truthfully, accurately and fully reflect the meeting contents in the Minutes and Resolution of the General Meeting; to present the Minutes and Resolutions at the General Meeting.

#### **Article 9. Rights and obligations of the Vote Counting Committee**

- 1. The Vote Counting Committee shall include 01 Head of Committee and a number of members shall be approved through voting by the General Meeting at the proposal of the Presiding Committee.
- 2. The Vote Counting Committee shall have the right to establish an Assistant committee to fulfill its duties.
- 3. The Vote Counting Committee shall be responsible for:
  - a. Instructing shareholders on methods of voting and election at the Online General Meeting.
  - b. Recording voting results of shareholders and representatives of shareholders on issues subject to opinions at the General Meeting;
  - c. Compiling and reporting to the Presiding Committee on voting results of issues of the General Meeting;
  - d. Compiling results of vote counting and preparing minutes of vote counting of the contents submitted to the General Meeting of Shareholders;
  - e. Reporting the results of vote counting to the General Meeting;
  - f. Handing over Minutes of vote counting and all votes (if any) to the Secretariat of the General Meeting;
  - g. Together with the Presiding Committee, considering and settling complaints and

accusations regarding voting and election results (if any) and reporting to the General Meeting of Shareholders for decision;

- h. Performing other assigned tasks.

## **CHAPTER IV**

### **ORDER OF THE GENERAL MEETING**

#### **Article 10. Conditions for conducting the General Meeting**

The General Meeting shall be conducted when the number of attending shareholders represents over 50% of the total number of votes according to the list of shareholders established as of March 30, 2022. The Shareholders Eligibility Verification Committee shall announce the number of attending shareholders, total number of shares with voting rights and the percentage of attendance so the General Meeting may proceed in accordance with the regulations.

#### **Article 11. Procedure and order of the General Meeting**

1. The General Meeting is scheduled to proceed in ½ a day.
2. The General Meeting will discuss and approve in order the contents stated in the agenda of the General Meeting of Shareholders.
3. All shareholders attending the meeting must dress in proper and formal attires.

#### **Article 12. Agenda and contents of the General Meeting**

1. The agenda and contents of the General Meeting must be approved by the General Meeting of Shareholders in the opening session and must clearly define the time for each content in the meeting.
2. During proceedings of the meeting, if the Chairperson proposes to change the agenda and contents of the meeting, the changes must be approved by the General Meeting.

#### **Article 13. Discussion and queries at the Online General Meeting**

1. Discussion must only be conducted within the prescribed time and scope of the issues presented in the agenda of the General Meeting of Shareholders.
2. Based on the number of attending shareholders and the permissible time of the General Meeting, the Presiding Committee may choose the method to control the meeting. Shareholders shall conduct discussion under the guidance of the Chairperson during the Online General Meeting in the form of online discussion and queries when the consent of the Presiding Committee or submitting questions to the Presiding Committee of the General Meeting via the online system. Only one shareholder shall be entitled to speak at a time. In case many shareholders have opinions at the same time, the Chairperson shall invite each shareholder to present his/her opinions in order.
3. Shareholders shall speak briefly and focus on the key contents being discussed, in accordance with the approved agenda. Contents of the shareholders' proposals or opinions must not violate the law, involve personal matters or exceed the company's powers. The Chairperson of the General Meeting shall have the right to remind or request shareholders to focus on the key contents of their opinions in order to save time and ensure quality of the discussion.

4. The General Meeting agree that the total duration for a shareholder to speak shall not exceed 5 minutes each time. If the permitted duration exceeded, the Chairperson of the General Meeting may request shareholders to record questions and proposals in writing, the Secretariat of the General Meeting must record and the Board of Management, within its scope of authority, shall respond in writing to shareholders as the earliest possible.

#### **Article 14. Approval of Decisions of the General Meeting of Shareholders**

Pursuant to Law No. 03/222/QH15 and the Corporation's Charter on organization and operation approved by GMS on April 27, 2021, the approval of the decision of the 2022 Annual General Meeting of Shareholders regarding the reports and submissions at the General Meeting is specified as follows:

- Amendment to the Corporation's Charter on organization and operation shall be passed if agreed by at least 65% of the total votes conducted by all shareholders attending and voting at the meeting;

- The approval of the contract between PVOIL and Binh Son Refining and Petrochemical Joint Stock Company (BSR) and Nghi Son Petroleum Products Distribution Branch - PetroVietnam (PVNDB) when approved by the number of shareholders owns over 50% of the total votes of all shareholders attending and voting at the meeting, except for the shareholder who is the Vietnam Oil and Gas Group.

- The remaining contents shall be passed when agreed by over 50% of the total votes conducted by all shareholders attending and voting at the meeting.

#### **Article 15. Method of voting to approve the contents of the Online General Meeting of Shareholders**

##### 1. Time of voting

a. Shareholders may start to access the Online system to conduct online voting within three days prior to the opening of the General meeting (8:00 April 25, 2022) until the Presiding Committee announce the closing of voting.

b. Online voting may be conducted before the General Meeting of Shareholders takes place and/or at the General Meeting of Shareholders. Shareholders shall have the right to vote from the opening time of the system until the closing time of voting as announced by the Presiding Committee.

##### 2. Method of voting

a. When conducting electronic voting on Online system, shareholders must comply with the obligations specified at Point b, Clause 2, Article 5 of this Regulation. Each shareholder shall log in the Online system through his/her account provided at the Meeting Invitation and vote on Online system. Detailed login instruction shall be enclosed with the Meeting Invitation to each shareholder, at the same time posted on PVOIL website.

b. Shareholder with voting right is a shareholder or the authorized representative of a shareholder who has registered to attend the Online General Meeting up to the time of voting.

##### c. Form of voting:

- Shareholders or authorized representatives of shareholders shall decide their vote by choosing 01 of the 03 boxes correspondingly "**Agree**", "**Disagree**", "**Abstained**" for each content subject to opinions and press the button "**Vote**" to save and send voting results

to the system. For cumulative voting (if any), shareholders will enter the number of votes for each candidate or vote equally for all candidates on the online system.

Shareholders or authorized representatives of shareholders may not change the voting results upon successful submission on the system. For the voting contents that arise or change during the general meeting, the shareholder or authorized representative of the shareholder shall perform additional voting for the changed or arising contents. The result of voting of a shareholder or an authorized representative of a shareholder is the combination of voting results recorded at the end of voting as announced by the Chairman at the General Meeting of Shareholders. From the end of voting session for each content subject to opinions by the General Meeting of Shareholders, the Online system shall be locked and shareholders or authorized representatives of shareholders shall not be able to vote on the locked content. Voting results for each content shall be reported to the General Meeting by the Vote Counting Committee upon completion of vote counting.

d. Prior to the end of voting session, shareholders may only know the result of their own voting. After the end of voting session, the shareholders shall know the general voting results for each issue as announced by the Presiding Committee or the Vote Counting Committee.

e. When administering the meeting, the Chairperson must announce the end of voting session on the System for shareholders to exercise their rights. In case shareholders have problems voting on the System, they may contact the supporting contacts specified in the Meeting Invitation for guidance and assistance to complete their voting. From the time when the System closes the voting content, the shareholders shall have no right to change any voting content, the shareholders' voting results recorded on the System shall be final and shareholders are not allowed for to complain regarding this result.

3. Validity of voting ballot: A valid ballot is a ballot of a shareholder or an authorized representative of a shareholder participating in voting and choosing a voting option and completing submission on Online system.

In case a shareholder successfully logs in to attend the Online General meeting but does not select any opinion (without ticking any box), it shall be understood that the shareholder refuses the right and does not participate in voting on such content; this shareholder's number of votes shall not be counted to the total number of votes of the unticked content.

#### **Article 16. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be recorded in forms of written minutes, recording files or other electronic methods. The minutes must be made in Vietnamese and contain the following principal details:

- a) Name, head office address and business code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of Chairperson and Secretary;

đ) Summary of the meeting proceedings and opinions presented in the General Meeting of Shareholders on each issue set out in the meeting agenda;



e/ Number of shareholders and total number of votes from attending shareholders, appendix of list of registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding number of votes;

g) Total number of votes for each issue subject to voting, which details the voting method, numbers of valid, invalid, approval, disapproval, and abstained votes; and their respective percentages to the total number of votes of attending shareholders;

h) Adopted issues and respective rates of approval votes;

i) Signatures of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the Minutes of meeting, such minutes shall take effect if signed by all other members of the Board of Management attending the meeting and fully contains the contents as prescribed in this Clause. Minutes of the meeting shall clearly state that the chairperson and secretary refuses to sign the minutes of meeting.

2. Minutes of the General Meeting of Shareholders must be completed and approved by the end of the meeting.

3. Chairperson and Secretary of the General Meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes of the General Meeting of Shareholders shall be published on the Corporation's website within twenty-four (24) hours or delivered to all shareholders within fifteen (15) days from the date the meeting ends.

Minutes of the General Meeting of Shareholders shall be considered authentic evidence of the works carried out at the General Meeting of Shareholders unless an objection to the content of the minutes is voiced in accordance with the stipulated procedure within ten (10) days of delivering the minutes.

## **CHAPTER V**

### **OTHER PROVISIONS**

#### **Article 17. In case the meeting is not held successfully**

1. If the 2022 Annual General Meeting of Shareholders does not meet the conditions to proceed as prescribed in Article 10 of this Regulation, second meeting must be convened within 30 days from the date the meeting is intended to open. The second General Meeting shall proceed when the number of attending shareholders and authorized representatives represents at least **33%** of the total votes.

2. If the second meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, the third meeting shall be convened within 20 days from the date the second meeting is intended to open. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

## **CHAPTER VI**

### **IMPLEMENTATION TERMS**

#### **Article 18. Implementation terms**

1. This Regulation consists of 6 Chapters, 18 Articles, approved on April 28, 2022 and shall take effect immediately upon approval of the General Meeting.

2. The Chairperson shall be responsible for administering the General Meeting in accordance with this Regulation.

3. The shareholders or authorized representatives and attending parties of the meeting shall be responsible for implementing the provisions of this Regulation.

**ON BEHALF OF BOARD OF  
MANAGEMENT  
CHAIRMAN OF THE BOARD OF  
MANAGEMENT**

**Cao Hoai Duong**