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Ho Chi Minh City, Jun 08, 2020

REGULATIONS

ON ORGANIZING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020 OF PETRO VIETNAM OIL CORPORATION

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of application

1. These regulations are applicable to the organizing the Annual general meeting of shareholders 2020 of Petro Vietnam Oil Corporation (AGM for short).
2. These regulations specify the rights and obligations of the shareholders and other participating parties; conditions and procedures for conducting the AGM.
3. Shareholders, representatives of shareholders, and participating parties shall comply with the provisions of these regulations.

CHAPTER II

CONDITIONS FOR PARTICIPATING IN THE AGM

Article 2. Conditions for participating in the AGM

Individual shareholders or authorized representatives of the institutional shareholders who are named on the list of shareholders at the closing date for the right to attend the AGM have the right to directly attend the AGM or authorize representatives in writing to attend the AGM in accordance with these regulations and the law.

Article 3. Process for attending the AGM

Shareholders are considered attending and voting at the Annual general meeting of shareholders in the following cases:

- Attend and vote directly at the meeting;
- Authorize others to attend and vote at the meeting.

CHAPTER III

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES PARTICIPATING IN THE AGM

Article 4. Rights and obligations of shareholders or authorized representatives

1. Shareholders or authorized representatives have the rights to attend the AGM, to vote on all issues of the meeting in accordance with the Law on Enterprises and related legal

documents.

2. At the AGM, shareholders or authorized representatives attending the AGM have to bring the following documents:

- *AGM Invitation;*
- *Business registration (for institutional shareholders) and ID card, passport, identity card or other valid personal identification;*
- *Power of attorney (according to the form). For institutional shareholders, delegates attending the meeting who are not legal representatives must have a power of attorney.*

3. Registration to attend the Annual General Meeting of Shareholders: shareholders or authorized representatives present the above documents to the Inspection Committee of shareholder status, get the AGM documents at PVOIL's website at www.pvoil.com.vn (Investor Relations/General Meeting of Shareholders/Year 2020), Voting cards, Voting ballots with delegate code, number of shares owned and/or represented, total amount of votes. The Voting card and Voting ballots are stamped by PVOIL.

4. Shareholders and/or authorized representatives shall be on time and register with the AGM Organizing committee before entering the meeting room.

5. Shareholders and representatives of shareholders who are late still have the right to register to attend the AGM and vote on the next issues of the meeting. The AGM is not responsible for stopping and re-voting on passed issues.

6. During the meeting, shareholders must follow the instructions of the Board of the AGM, behave civilized, polite and orderly.

7. Shareholders and/or authorized representatives attending the AGM who want to express their opinions must have the consent of the Board, make brief statement and focus on the main content, in accordance with the agenda of the session. Issues that have been stated and answered will not be discussed again to avoid duplication. Shareholders and/or authorized representatives may also write the question into the Discussion card and send it to the secretary of the AGM.

8. Representatives who are authorized to attend the AGM must not authorize a third person to attend the meeting; Comply with the provisions of these Regulations, follow the management of the Board of the AGM and respect the results of the meeting.

Article 5. Rights and obligations of the Inspection Committee of shareholder status

1. The Inspection Committee of shareholder status includes 01 Chairman and a number of members appointed by Petro Vietnam Oil Corporation. The Inspection Committee has the function of checking the status of shareholders or authorized representatives to attend the AGM: Checking the Identification card, passport or other legal personal identification, Invitation letter, Power of Attorney (if any). The Inspection Committee of shareholder status is obliged to distribute documents for the AGM, Voting ballots, Voting cards to shareholders or authorized representatives of shareholders; Reporting to the AGM about the results of checking the status of shareholders attending the meeting.

2. The Inspection Committee of shareholder status has the right to set up an assisting

unit to fulfill its duties.

3. If the person attending the AGM does not have the right to attend the meeting, the Inspection Committee of shareholder status has the right to refuse that person's right to attend the meeting, refuse to issue Voting cards, Voting ballots and AGM documents.

Article 6. The Board of the AGM

1. The Board of the AGM elected by the AGM, includes the Chairman and a number of members, with the function of managing the AGM.

2. Rights and obligations of the Board:

a) Manage the meeting activities according to the agenda approved by the AGM. Carrying out the necessary works to make sure the AGM occur orderly; matching the needs of the majority of attending shareholders;

b) Nominate one or several people to be secretary of the meeting, present to the AGM to vote the Committee of ballot counting;

c) Guide the discussion at the AGM;

d) Submit drafts of necessary contents for the AGM to vote;

e) Answer questions asked by shareholders or select respondents.

3. The Chairman's decision on the structure, procedures or unexpected events of the AGM will be final.

4. The Chairman conducts the necessary works to manage the AGM in a valid and orderly manner, or for the Meeting to reflect the wishes of the majority of attending shareholders.

5. Without consulting the AGM, the Chairman may at any time postpone the AGM to another time (in accordance with the provisions of the Law on Enterprises and the approved Charter) and at another venue picked by the Chairman if they find that:

a) Actions of those who presented obstruct or are likely to obstruct the orderly progress of the meeting; or

b) Rescheduling is necessary for the works of the AGM to proceed properly.

Article 7. Rights and obligations of the Secretary committee of the AGM

1. The Secretary committee of the AGM includes 01 Chairman and a number of members appointed by the Board of the AGM.

2. The Secretary committee of the AGM performs supporting tasks as assigned by the Chairman, such as: taking Minutes of the progress of the AGM, reflecting truthfully, accurately and fully the AGM content in the Minutes and Resolutions of the AGM; presented to the AGM on the Minutes and Resolutions of the AGM.

Article 8. Rights and obligations of the Committee of ballot counting

1. The Committee of ballot counting is composed of 01 Chairman and a number of members and are elected by the AGM through the proposal of the Board of the AGM.

2. The Committee of ballot counting has the right to set up an assisting unit to fulfill its tasks.

3. The Committee of ballot counting has the duties:
 - a. Instruct shareholders to attend the meeting on how to use voting cards; count the votes by types: agree, disagree, have no opinion immediately after the AGM voting;
 - b. Record the voting results of shareholders and shareholders' representatives on issues listed by the AGM;
 - c. Summarize and report to the Board of the AGM the voting results for issues of the AGM;
 - d. Collect ballot counting results and issue the Vote counting minutes of the issues submitted to the AGM;
 - e. Report the vote counting results to the AGM;
 - f. Hand over the minutes of counting votes and all voting ballots to the Secretary of the AGM;
 - g. Collaborate with the Board of the AGM to consider and settle complaints and accusations about voting results, election results (if any) and report them to the Annual General Meeting of Shareholders for decision;
 - h. Perform other assigned tasks.

CHAPTER IV

PROCEDURE FOR CONDUCTING THE AGM

Article 9. Conditions for conducting the AGM

The AGM is conducted when the number of shareholders attending the meeting represents at least **51%** of the total number of votes, according to the list of shareholders made at the time of assembling the meeting. The Inspection Committee of shareholder status announces the number of attending shareholders, the total number of voting shares and the attendance rate so that the AGM can proceed as required.

Article 10. Procedure for conduct and order of the AGM

1. The meeting is expected to take place in ½ day.
2. The Meeting will in turn discuss and approve the contents stated in the General Meeting of Shareholders Agenda.
3. All shareholders attending the meeting must be respectfully dressed.
4. Shareholders who enter the meeting hall where the AGM is held must sit in the correct area arranged by the AGM Organizing committee and comply with the control of the Organizing committee.
5. No smoking in the meeting hall where the AGM is held.
6. Do not have private conversation, do not use your phone during the AGM, phones must go into silent mode or be turned off.

Article 11. Agenda, working content of the AGM

1. The agenda and content of the AGM must be approved by the Annual General Meeting of Shareholders in the opening section and must specify the time for each content in the meeting.

2. If in the course of holding the meeting, the Chairman proposes to change the agenda and content of the meeting, the changes must be approved by the AGM.

Article 12. Discussion and questioning at the AGM

1. Based on the number of attending shareholders and the allowed time of the AGM, the Board of the AGM may select the suitable method of managing the meeting. Shareholders participating in the AGM express their opinions and questions by raising their hands and obtaining the consent of the Board of the AGM or fill in the Question card which will be sent to the Board of the AGM. At one point of time, only one shareholder is entitled to speak. In case many shareholders have opinions at the same time, the Board of the AGM will request each shareholder to present their ideas sequentially.

2. Shareholders make concise statements and focus on the main content to discuss, in accordance with the approved agenda by the AGM. The content of the proposal of the shareholders must not violate the law, related to personal matters or beyond the authority of the corporate. The Board of the AGM has the right to remind or request shareholders to focus on the key content to save time and ensure the quality of the discussion.

3. The AGM agrees that the total time for a shareholder to speak is no more than 5 minutes each. If over this time limit, the Board of the AGM may ask the shareholders to ask questions and proposals in writing, the Secretary committee of the AGM must acknowledge it and the Board of Directors within its authorities will answer in written to shareholders at the earliest.

Article 13. Approving the Decision of the General Meeting of Shareholders

Pursuant to the Charter of Organization and Operation of the Corporation, which was adopted by the First General Meeting of Shareholders on July 30, 2018, amendments and supplements, the adoption of the decision of the Annual General Meeting of Shareholders 2020 on the reports, proposals at the AGM is specified as follows:

- Amendments to the Charter of organization and operation of the Corporation are adopted if approved by a number of shareholders representing at least 65% of the total votes of all shareholders attending the meeting.

- Remaining contents: adopted as approved by a number of shareholders representing at least 51% of the total votes of all attending shareholders.

Article 14. Voting method of passing contents at the General Meeting of Shareholders

1. Issues in the agenda and contents of AGM must be discussed and approved by the General Meeting of Shareholders by Voting card or Voting ballot.

2. Voting method:

a) Method of holding up the "**Voting card**": When conducting voting at the AGM, each shareholder and each authorized representative of the shareholders holds up the Voting Card. This method is used to approve the following contents: approving the Board of the AGM, the Board of Secretary, the Voting Committee, the Regulation on organizing the AGM, the Minutes and Resolution of the AGM and other contents... except for the voting approving the contents of the Reports and Proposals at the AGM.

The determination of voting results shall be conducted by counting the number of affirmative votes, the number of disapproving votes and abstentions, in case shareholders

do not raise voting cards, they shall be considered as abstentions. For each issue asking for voting, shareholders may hold up the voting card only once.

b) Method of submitting "**Voting ballots**": Each shareholder and the shareholder's representative is received Voting ballot which has three (03) options: *agree, disagree, and no opinion* with each content of the voting. Delegates will mark an "X" in the box of their choice, then sign and write their full name submitted to the ballot box in accordance with the instructions of the Committee of vote counting. This method is used for passing Reports and Proposals at the AGM.

3. The validity of the votes:

c) Valid voting ballots: are printed forms issued by the Organizing Committee, stamped by PVOIL, not erased, scraped, not written in any additional content outside of the guidelines and must be signed by participants.

On the voting ballots, the voting content is valid when the delegates mark one (01) out of three (03) voting squares: *agree, disagree, no opinion*.

d) Invalid votes:

- Votes are not issued by the Organizing Committee (not in the prescribed form, without the stamp of PVOIL on the votes), erased, scraped, without the signature of the attending shareholder/shareholder's representative, then all the voting content on the vote is invalid;

- A note written with additional content not requested by the Chairman of the AGM;
- If the vote does not mark "X" in 01 of the voting boxes (*agree, disagree, no opinion*) or tick from 02 or more boxes for the same content, the voting part for that content is not valid;

- Other contents as prescribed by law.

Article 15. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, can be recorded and kept in other electronic forms. The minutes must be made in Vietnamese and contain the following key contents:

a) Name, head office address, enterprise identification number;

b) Time and location of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the chairman and secretary;

e) Summary of the activities of the meeting and opinions presented at the General Meeting of Shareholders on each issue in the agenda of the meeting;

f) Number of shareholders and total number of votes of attending shareholders, appendices of the list of registered shareholders, representatives of attending shareholders with the corresponding number of shares and votes;

g) Total number of votes for each voting issue, clearly stating the voting method, the total number of valid, invalid, agreeing, disagreeing and abstaining votes; corresponding ratio of total number of votes for each voting issue to the total votes of attending shareholders;

h) The issues passed and the corresponding voting ratios;

i) Signatures of the Chairman and secretary.

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

3. The Chairman and secretary of the AGM must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

4. The minutes of the General Meeting of Shareholders are published on the website of the Corporation within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the ending date of the meeting.

The minutes of the General Meeting of Shareholders are considered as evidence to verify the work performed at the General Meeting of Shareholders unless there is an objection to the content of the minutes made according to the procedures within ten (10) days of sending out the minutes.

CHAPTER V

OTHER TERMS

Article 16. In case of unsuccessful organization of the AGM

1. If the Annual General Meeting of Shareholders in 2020 fails to meet the conditions prescribed in Article 9 of this Regulation, the second convening must be conducted within 30 days from the date of the meeting is scheduled. The second meeting is conducted when the number of attending members are shareholders and authorized representatives representing at least **33%** of the total votes.

2. In cases, the second convening meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, the third assemble shall be conducted within 20 days after the date of the second meeting is scheduled. In this case, the meeting of the General Meeting of Shareholders is held regardless of the total number of votes of the attending shareholders.

CHAPTER VI

EXECUTION PROVISIONS

Article 17. Execution provisions

1. This Regulation consists of 6 chapters and 17 Articles, adopted on June 8, 2020 and takes effect immediately after the AGM approves.

2. The Chairman is responsible for hosting the AGM in accordance with this Regulation.

3. Shareholders or authorized representatives and participants of the AGM are responsible for implementing the provisions of this Regulation.

ON BEHALF OF BOARD OF MANAGEMENT

CHAIRMAN

(signed)

Nguyen Hoang Tuan