

Hanoi, ... *May 29*, 2026

No. *84* QD-XLDC

OPERATING REGULATIONS OF THE SUPERVISORY BOARD OF PETROVIETNAM CONSTRUCTION JOINT STOCK CORPORATION

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its relevant amending and supplementing documents;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its relevant amending and supplementing documents;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities and its relevant amending and supplementing documents;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of PetroVietnam Construction Joint Stock Corporation as approved by the General Meeting of Shareholders;

*Pursuant to Resolution of the General Meeting of Shareholders No. ...*84*.../NQ-DHDCD-XLDC dated *28/5*.../2026;*

The Supervisory Board hereby promulgates the Operating Regulations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation with the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: These Operating Regulations of the Supervisory Board prescribe the organizational structure, personnel, standards, conditions, rights, and obligations of the Supervisory Board and its Members in accordance with the Law on Enterprises, the Corporation's Charter, and other relevant regulations.
2. Subjects of Application: These Operating Regulations apply to the Supervisory Board and all Members of the Supervisory Board.

Article 2. Operating Principles of the Supervisory Board The Supervisory Board works on the principle of collectivism. Members of the Supervisory Board are personally responsible for their assigned tasks and are jointly responsible to the General Meeting of Shareholders and before the law for the activities and decisions of the Supervisory Board.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD

Article 3. Rights, Obligations, and Responsibilities of Supervisory Board Members

1. To strictly comply with the law, the Corporation's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations.
2. To exercise assigned rights and perform assigned obligations honestly, prudently, and to the best of their ability to ensure the maximum legitimate interests of the Corporation.
3. To be loyal to the interests of the Corporation and shareholders; not to abuse their position or title, or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as prescribed by the Law on Enterprises and the Corporation's Charter.
5. In case of violation of provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Corporation or others, the Supervisory Board Member must be personally or jointly liable for compensation. Any income or other benefits obtained by a Member through such violations must be returned to the Corporation.
6. Upon discovering a Member violating their assigned rights or obligations, a written notice must be sent to the Supervisory Board, requesting the violator to cease the violation and remedy any consequences.

Article 4. Term of Office and Number of Supervisory Board Members

1. The Supervisory Board consists of 03 (three) members. The term of office for a Member shall not exceed 05 (five) years, and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board are not required to be shareholders of the Corporation.
3. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.
4. If the terms of all Members end at the same time and new Members have not yet been elected, the existing Members shall continue to exercise their rights and perform their obligations until new Members are elected and take office.

Article 5. Standards and Conditions for Members of the Supervisory Board

1. A Member of the Supervisory Board must satisfy the following standards and conditions: a. Not fall within the categories of subjects as prescribed in Clause 2, Article 17 of the Law on Enterprises; b. Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the Corporation; c. Not be a family relative of any member of the

Board of Directors, the General Director, or other managers; d. Not be a manager of the Corporation; not necessarily be a shareholder or an employee of the Corporation; dd. Not work in the accounting or finance department of the Corporation; e. Not be a member or employee of the accredited auditing organization that has audited the Corporation's financial statements for the 03 (three) preceding years; f. Not be a family relative of the business managers of the Corporation or its parent company; not be a representative of the enterprise's capital contribution or a representative of the State capital contribution at the parent company and the Corporation; g. Other standards and conditions as prescribed by other relevant laws.

Article 6. Head of the Supervisory Board

1. The Head of the Supervisory Board must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its Members; the election, dismissal, or removal shall be conducted on the principle of majority vote.
3. The rights and obligations of the Head of the Supervisory Board are prescribed by the Corporation's Charter.

Article 7. Nomination and Candidacy for Members of the Supervisory Board

1. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board is conducted as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Supervisory Board must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders. The nomination of candidates for the Supervisory Board shall be carried out in accordance with Clause 2, Article 34 of the Corporation's Charter.
 - b. Based on the number of Supervisory Board Members, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or several individuals as candidates for the Supervisory Board according to the decision of the General Meeting of Shareholders. In cases where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board shall nominate additional candidates or organize the nomination in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Supervisory Board as prescribed by law.

Article 8. Method of Election, Dismissal, and Removal of Supervisory Board Members

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1. The election, dismissal, and removal of Members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.
2. The voting to elect Members of the Supervisory Board must be conducted by the method of cumulative voting, whereby 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 Supervisory Board. Shareholders have the right to cast all or part of their total votes for one or several candidates. Elected members are determined by the number of votes from highest to lowest, starting from the candidate with the highest votes until the required number of members specified in the Corporation's Charter is reached. In case two (02) or more candidates receive an equal number of votes for the last member position, a re-election shall be held among those candidates, or a selection will be made based on the criteria specified in the election regulations or the Corporation's Charter.

Article 9. Cases of Dismissal and Removal of Supervisory Board Members

1. The General Meeting of Shareholders shall dismiss a Member of the Supervisory Board in the following cases: No longer satisfying the standards and conditions to be a Member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
 - a. Submission of a resignation letter which is subsequently approved;
 - b. Other cases as prescribed by the Corporation's Charter.
2. The General Meeting of Shareholders shall remove a Member of the Supervisory Board in the following cases:
 - a. Failure to fulfill assigned tasks and duties;
 - b. Failure to exercise their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;
 - c. Repeated or serious violations of the obligations of a Supervisory Board Member as prescribed by the Law on Enterprises and the Corporation's Charter;
 - d. Other cases as resolved by the General Meeting of Shareholders.

Article 10. Notification of Election, Dismissal, and Removal of Supervisory Board Members

1. Once candidates for the Supervisory Board have been identified, the Corporation must disclose information related to the candidates at least 10 (ten) days before the opening of the General Meeting of Shareholders on the Corporation's website so that shareholders can research these candidates before voting. Candidates must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and in the best interests of the Corporation if elected. The disclosed information related to candidates includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working history;
- d. Other management positions held;
- e. Interests related to the Corporation and its related parties;
- f. Other information (if any) as prescribed by the Corporation's Charter.

g. The Corporation shall be responsible for disclosing information regarding other companies in which the candidates currently hold management positions, as well as any interests of the Supervisory Board candidates related to the Corporation (if any).

2. The notification of results regarding the election, dismissal, and removal of Supervisory Board Members shall be carried out in accordance with the guiding regulations on information disclosure.

Chapter III

THE SUPERVISORY BOARD

Article 11. Rights, Obligations, and Responsibilities of the Supervisory Board

1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Corporation.
2. To inspect the reasonableness, legality, truthfulness, and degree of prudence in the management and operation of business activities; as well as the systematicity, consistency, and appropriateness of accounting, statistics, and financial reporting efforts.
3. To appraise the completeness, legality, and truthfulness of the annual and semi-annual business performance reports and financial statements of the Corporation, as well as the management assessment reports of the Board of Directors; and to submit such appraisal reports to the Annual General Meeting of Shareholders. To review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations regarding contracts and transactions requiring such approval.
4. To review, inspect, and evaluate the validity and effectiveness of the internal control system, internal audit, risk management, and early warning systems of the Corporation.
5. To examine accounting books, accounting records, and other documents of the Corporation, as well as the management and operation of the Corporation's activities when deemed necessary, or according to a resolution of the General Meeting of Shareholders, or upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
6. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the completion of the inspection, the Supervisory Board

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must report on the requested matters to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board under this Clause must not obstruct the normal activities of the Board of Directors or cause disruption to the business operations of the Corporation.

7. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, supervision, and operation of the Corporation's business.
8. Upon detecting any member of the Board of Directors or the General Director violating the provisions of Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, requesting the violator to cease the violation and provide solutions to remedy the consequences.
9. To attend and participate in discussions at the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Corporation.
10. To utilize independent consultants and the Corporation's internal audit department to perform assigned tasks.
11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
12. To inspect specific issues related to the management and operation of the Corporation's activities at the request of shareholders.
13. To request the Board of Directors to convene an Extraordinary General Meeting of Shareholders.
14. To replace the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises.
15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. To review, extract, and copy part or all of the disclosed List of Related Parties and Related Interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. To propose and recommend to the General Meeting of Shareholders for approval the list of accredited auditing organizations to audit the Corporation's financial statements; and accredited auditing organizations to inspect the Corporation's activities when deemed necessary.
18. To be responsible to the shareholders for its supervisory activities.
19. To supervise the financial status of the Corporation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.
20. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
21. Upon detecting any violation of the law or the Corporation's Charter by members of the Board of Directors, the General Director, or other business executives, the Supervisory Board must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
22. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
23. To witness the Board of Directors organizing the vote counting and preparing the vote counting minutes, if requested by the Board of Directors, in cases where written opinions from shareholders are collected to adopt a resolution of the General Meeting of Shareholders.

24. The Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson for the meeting in the event that the Chairman is absent or temporarily unable to work, and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the individual with the highest number of votes shall chair the meeting.
25. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Corporation's Charter, and Resolutions of the General Meeting of Shareholders.

Article 12. Rights of the Supervisory Board to be Provided with Information

1. Documents and information must be sent to the Members of the Supervisory Board at the same time and via the same methods as provided to the members of the Board of Directors, including: a. Meeting invitations, opinion solicitation forms for Board of Directors members, and accompanying documents; b. Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors; c. Reports from the General Director submitted to the Board of Directors or other documents issued by the Corporation.
2. Members of the Supervisory Board have the right to access the Corporation's records and documents kept at the head office, branches, and other locations; they have the right to access the workplaces of the Corporation's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, operation, and business activities of the Corporation upon the request of a Supervisory Board Member or the Supervisory Board.

Article 13. Responsibilities of the Supervisory Board in Convening Extraordinary General Meetings of Shareholders

1. The Supervisory Board shall be responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 (thirty) days in the event that the Board of Directors fails to convene the meeting in the following cases:
 - a. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
 - b. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
 - c. When there is a request from the Supervisory Board to convene an extraordinary meeting, but the Board of Directors fails to do so.
2. If the Supervisory Board fails to convene the General Meeting of Shareholders as regulated, it shall compensate the Corporation for any resulting damages.
3. Costs for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Corporation.

Chapter IV

MEETINGS OF THE SUPERVISORY BOARD

Article 14. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least two (02) times per year. The quorum for a meeting shall be at least 2/3 (two-thirds) of the total number of Supervisory Board Members.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the accredited auditing organization to attend and clarify necessary matters.

Article 15. Minutes of Supervisory Board Meetings Minutes of Supervisory Board meetings must be prepared in a detailed and clear manner. The secretary and the attending Members of the Supervisory Board must sign the minutes. All meeting minutes of the Supervisory Board must be archived to determine the individual responsibility of each Member.

Chapter V REPORT AND DISCLOSURE OF INTERESTS

Article 16. Submission of Annual Reports

The reports of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the business results of the Corporation and the performance results of the Board of Directors and the General Director for approval by the Annual General Meeting of Shareholders.
2. Self-assessment report on the performance results of the Supervisory Board and its Members.
3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each individual Member.
4. Summary of Supervisory Board meetings, along with its conclusions and recommendations; results of the supervision regarding the Corporation's operations and financial status.
5. Assessment report on transactions between the Corporation, its subsidiaries, or other companies in which the Corporation controls 50% or more of the charter capital, and members of the Board of Directors, the General Director, and their related parties; transactions between the Corporation and companies in which a member of the Board of Directors was a founding member or a business manager within the last 03 (three) years prior to the transaction date.
6. Results of the supervision of the Board of Directors, the General Director, and other business executives.
7. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of accredited auditing organizations to audit the Corporation's financial statements and to inspect the Corporation's activities when deemed necessary.

Article 17. Salaries and Other Benefits Salaries, remuneration, bonuses, and other benefits of Supervisory Board Members shall be implemented in accordance with the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting

of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Corporation's business expenses in accordance with the law on corporate income tax and other relevant legal provisions, and must be recorded as a separate item in the Corporation's annual financial statements.

Article 18. Disclosure of Related Interests

1. Members of the Supervisory Board of the Corporation must disclose their related interests to the Corporation, including: a. Name, enterprise identification number, head office address, and business lines of enterprises in which they are owners or hold stakes/shares; the ownership percentage and the timing of becoming such owners or holders of stakes/shares; b. Name, enterprise identification number, head office address, and business lines of enterprises in which their related parties are owners, joint owners, or individual owners of stakes/shares exceeding 10% of the charter capital.
2. The disclosure as prescribed in Clause 1 of this Article must be performed within 07 (seven) working days from the date the related interest arises; any amendments or supplements must be notified to the Corporation within 07 (seven) working days from the date of such corresponding amendment or supplement.
3. Members of the Supervisory Board and their related parties are only permitted to use information obtained through their positions to serve the interests of the Corporation.
4. Members of the Supervisory Board have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation, its subsidiaries, or other companies in which the Corporation controls 50% or more of the charter capital, and the Supervisory Board Member or their related parties as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information regarding these resolutions in accordance with the securities laws on information disclosure.
5. Members of the Supervisory Board and their related parties must not use or disclose internal information to others for the purpose of carrying out related transactions.

Chapter VI RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 19. Relationship among Supervisory Board Members The Members of the Supervisory Board maintain an independent relationship and are not subordinate to one another, yet they shall coordinate and collaborate in general affairs to ensure the effective fulfillment of the responsibilities, rights, and duties of the Supervisory Board as prescribed by law and the Corporation's Charter. The Head of the Supervisory Board coordinates the general work of the Supervisory Board but does not have the power to dominate other Members.

Article 20. Relationship with the Executive Management The Supervisory Board maintains an independent relationship with the Corporation's Executive Management, acting as the entity that performs the function of supervising the activities of the Executive Management.



Article 21. Relationship with the Board of Directors The Supervisory Board maintains an independent relationship with the Corporation's Board of Directors, acting as the entity that performs the function of supervising the activities of the Board of Directors.

Chapter VII IMPLEMENTATION PROVISIONS

Article 22. Effectiveness The Operating Regulations of the Supervisory Board of PetroVietnam Construction Joint Stock Corporation consist of 07 (seven) Chapters and 22 (twenty-two) Articles, and shall take effect from 28/5/2026.

ON BEHALF OF THE SUPERVISORY BOARD
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HEAD OF THE BOARD

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