CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ/

CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

BÁO CÁO BAN GIÁM ĐỐC CÔNG TY/

REPORT OF THE EXECUTIVE BOARD

NĂM 2025/

YEAR 2025

THÁNG 6/2025 /

MONTH 6/2025

Signature Not Verified
Ký bởi: CÔNG TY CP XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ
Ký ngày: 1/7/2025 13:55:21

BÁO CÁO
KẾT QUẢ HOẠT ĐỘNG SXKD NĂM 2024
VÀ KẾ HOẠCH SXKD NĂM 2025/
REPORT
BUSINESS PERFORMANCE IN 2024
AND BUSINESS PLAN FOR 2025

I. Đánh giá kết quả hoạt động sản xuất kinh doanh 2024:/ *Evaluation of Business Performance in 2024:*

- Năm 2024, kinh tế thế giới tiếp tục gặp nhiều khó khăn, thách thức. Cạnh tranh chiến lược giữa các nước lớn ngày càng gay gắt, toàn diện hơn, gia tăng căng thẳng địa chính trị…đã tác động tiêu cực đến quá trình phục hồi kinh tế thế giới, lạm phát tuy đã hạ nhiệt nhưng vẫn neo ở mức cao, nhiều nền kinh tế lớn duy trì chính sách tiền tệ thắt chặt, hàng rào bảo hộ, phòng vệ thương mại gia tăng,… ảnh hưởng đến hoạt động xuất nhập khẩu của các quốc gia, nền kinh tế thế giới trong đó có Việt Nam./ *In 2024, the global economy continued to face numerous difficulties and challenges. Strategic competition among major powers has become increasingly intense and comprehensive, while escalating geopolitical tensions have negatively impacted the global economic recovery. Although inflation has cooled, it remains elevated. Many major economies have maintained tight monetary policies and increased trade protectionism and defense measures, which have adversely affected import and export activities worldwide, including in Vietnam.*

- Ngoài ra, xung đột Nga-Ukraine, giao tranh ở Trung Đông và các vấn đề địa chính trị khác trên thế giới tiếp tục làm xáo trộn thương mại toàn cầu; trong đó, có thị trường thủy sản. Hệ lụy đã làm chi phí vận tải tăng, giá sản phẩm đầu vào cho nuôi trồng, khai thác, chế biến thủy sản tăng cao gây ra cơn lốc lạm phát mới ảnh hưởng đến nhu cầu tiêu thụ thủy sản./ *Furthermore, the Russia-Ukraine conflict, clashes in the Middle East, and other global geopolitical issues have continued to disrupt global trade, including the seafood market. These disruptions have led to increased transportation costs and higher input prices for aquaculture, fishing, and seafood processing, triggering a new wave of inflation and affecting seafood consumption demand.*

- Bên cạnh đó, ngoài Việt Nam, còn có các nước khác cũng nuôi cá tra gồm: Trung Quốc, Indonesia, Bangladesh, ... đã ảnh hưởng đến kết quả xuất khẩu và tăng sự cạnh tranh của con cá tra Việt Nam trên thị trường./ *In addition, countries other than Vietnam, such as China, Indonesia, and Bangladesh, also farm pangasius fish. This has affected*

Vietnam's export results and increased competition for Vietnamese pangasius in the international market.

- Theo Hiệp hội Chế biến và Xuất khẩu thủy sản Việt Nam (VASEP) năm 2024, diện tích thả nuôi cá tra đạt 5.700 ha, sản lượng đạt 1,787 triệu tấn, tăng 4,0% so với năm 2023 (1,713 triệu tấn). Các địa phương có diện tích thả nuôi và thu hoạch cá tra nhiều nhất là: Đồng Tháp, An Giang, Bến Tre, Cần Thơ, Tiền Giang.../ *According to the Vietnam Association of Seafood Exporters and Producers (VASEP), in 2024, the pangasius farming area reached 5.700 hectares, with an output of 1,787 million tons—an increase of 4,0% compared to 2023 (1,713 million tons). The provinces with the largest farming and harvesting areas for pangasius are Dong Thap, An Giang, Ben Tre, Can Tho, and Tien Giang.*

- Theo Hiệp hội Chế biến và Xuất khẩu thủy sản Việt Nam (VASEP), năm 2024 với nhiều khó khăn và thách thức từ tác động của lạm phát, chi phí sản xuất gia tăng, cạnh tranh quốc tế, biến đổi khí hậu… nhưng ngành thủy sản Việt Nam với nhiều nỗ lực đã đạt được kết quả xuất khẩu khích lệ. Trong đó, cá tra tiếp tục là một trong những mặt hàng xuất khẩu chiến lược, đóng góp khoảng 2 tỷ USD, với sản lượng đạt 1,67 triệu tấn, tăng 8% so với năm 2023./ *According to the Vietnam Association of Seafood Exporters and Producers (VASEP), despite facing numerous difficulties and challenges in 2024, such as inflation impacts, rising production costs, international competition, and climate change, the Vietnamese seafood industry made great efforts and achieved encouraging export results. Among these, pangasius fish remained one of the strategic export commodities, contributing approximately USD 2 billion, with an output of 1,67 million tons, an increase of 8% compared to 2023.*

- Ngành nuôi trồng thủy sản Việt Nam trong những năm qua đã có sự tiến bộ đáng ghi nhận, toàn ngành đã nỗ lực hết mình để làm thay đổi cách nhìn nhận của thị trường về quy trình nuôi cá của Việt Nam, thành quả lớn nhất là Bộ Nông Nghiệp Mỹ đã kết luận quy trình nuôi cá tra Việt Nam tương đồng với quy trình nuôi cá da trơn tại Mỹ. Điều này cho thấy chất lượng và hình ảnh cá tra Việt Nam được nâng tầm và bước chân vào các thị trường khó tính nhất./ *In recent years, Vietnam's aquaculture sector has made significant progress. The entire industry has strived to change the perception of international markets regarding Vietnam's fish farming practices. One of the most notable achievements is that the U.S. Department of Agriculture has concluded that Vietnam's pangasius farming procedures are equivalent to those used for catfish in the United States. This demonstrates an improvement in both the quality and the international image of Vietnamese pangasius, paving the way for its entry into the most demanding markets.*

- Công ty đã xây dựng một chuỗi liên kết các vùng nuôi nguyên liệu nhằm đảm bảo ổn định và kịp thời nhu cầu cả nguyên liệu và kiểm soát chặt chẽ chất lượng, đảm bảo đạt chất lượng cá thương phẩm tốt nhất cho xuất khẩu, đáp ứng tốt cho hoạt động sản xuất kinh doanh năm 2024./ *The Company has established a linked chain of raw material farming areas to ensure a stable and timely supply of raw fish and to strictly control quality. This helps guarantee the best quality commercial fish for export, effectively supporting business operations in 2024.*

- Công ty có hệ thống quản lý chất lượng cho toàn bộ quá trình hoạt động sản xuất kinh doanh như: HACCP, BRC, IFS, HALAS ISO 9001:2000, SA8000, GLOBAL GAP, BAP, AFC, ASC, chất lượng sản phẩm tốt, đạt được yêu cầu của các nước nhập khẩu./ *The company maintains a comprehensive quality management system across all its business and production operations, including HACCP, BRC, IFS, HALAL, ISO 9001:2000, SA8000, GLOBAL GAP, BAP, AFC, and ASC. The product quality meets the stringent requirements of importing countries.*

- Trong năm 2024, Công ty Caseamex đã quan tâm đầu tư vào việc nâng cao chất lượng sản phẩm và tập trung vào chuỗi liên kết cung cấp nguyên liệu nhằm nâng cao chất lượng đầu vào, góp phần giảm giá thành nguyên liệu, giảm đầu tư vốn, tạo nguồn nguyên liệu đúng theo chất lượng và nhu cầu phục vụ sản xuất xuất khẩu, đồng thời cải thiện, sửa đổi và tối ưu hóa cơ sở vật chất, máy móc thiết bị, dây chuyền sản xuất, áp dụng công nghệ mới hiện đại, đảm bảo đem lại giá thành, chất lượng sản phẩm và hiệu quả cao nhất cho Công ty. Máy móc thiết bị đồng bộ phục vụ các hoạt động sản xuất kinh doanh, được bảo trì, bảo dưỡng và cải tiến liên tục nhằm đáp ứng được nhiệm vụ sản xuất đề ra./ *In 2024, Caseamex invested in improving product quality and focused on building a supply chain linkage for raw materials to enhance input quality. This effort contributed to reducing raw material costs, minimizing capital investment, and ensuring a stable supply of materials that meet the required standards for export production. Additionally, the company upgraded and optimized its infrastructure, machinery, and production lines, applying modern technologies to ensure maximum product quality, cost efficiency, and overall performance. Equipment used in production and business operations is standardized, regularly maintained, and continuously improved to meet production requirements effectively.*

- Tiếp tục duy trì mạng lưới khách hàng ổn định và luôn tìm kiếm mở rộng hợp tác thương mại để có thêm nhiều đối tác chiến lược và khách hàng mới./ *The company continues to maintain a stable customer network while actively seeking to expand its commercial partnerships to gain more strategic partners and new clients.*

- Ngoài ra, Công ty cũng tập trung vào việc xây dựng văn hóa Doanh nghiệp văn

minh, đoàn kết, tạo ra môi trường làm việc tích cực, năng động, áp dụng các chính sách lương thưởng và phúc lợi xã hội minh bạch, đời sống sinh hoạt và thu nhập của người lao động ngày càng được cải thiện. Thu hút CB-CNV và người lao động có chất lượng cao, ổn định, đảm bảo hoạt động sản xuất kinh doanh được liên tục, đáp ứng nhu cầu nguồn nhân lực để thực hiện các chiến lược dài hạn và góp phần vào sự phát triển bền vững của Công ty./ *Furthermore, the company emphasizes building a civilized and united corporate culture, fostering a positive and dynamic working environment. It implements transparent salary, bonus, and welfare policies, improving employees' livelihoods and incomes. This helps attract and retain high-quality, stable human resources, ensuring the continuity of business operations and meeting the workforce demands for implementing long-term strategies, thereby contributing to the company's sustainable development.*

- Trong bối cảnh nền kinh tế thế giới phục hồi chậm và tìm ẩn nhiều rủi ro, từ biến động địa chính trị, tỷ giá và chi phí vốn quốc tế. Vì vậy, việc kiểm soát tốt nợ phải thu, nợ phải trả, các khoản nợ ngắn hạn khác... Công ty đã kiểm soát tốt, cho thấy Công ty đang duy trì chính sách quản trị tài chính hợp lý, hướng đến sự phát triển bền vững và lâu dài./ *In the context of a slow and risk-laden global economic recovery, amid geopolitical tensions, exchange rate fluctuations, and rising international capital costs, the company has effectively controlled receivables, payables, and other short-term liabilities. This demonstrates that the company is maintaining a sound financial management policy aimed at sustainable and long-term growth.*

II. Kế hoạch hoạt động sản xuất kinh doanh năm 2025./ *Business and production plan for 2025.*

- Năm 2025 nền kinh tế thế giới được dự báo sẽ đối mặt với nhiều biến số. Lạm phát được kiềm chế, các ngân hàng trung ương dần nới lỏng chính sách tiền tệ, tạo điều kiện cho tăng trưởng kinh tế. Tuy nhiên, căng thẳng thương mại và biến động địa chính trị sẽ tiếp tục là những thách thức lớn./ *In 2025, the global economy is forecasted to face numerous uncertainties. While inflation is being contained and central banks are gradually loosening monetary policies, creating conditions for economic growth, trade tensions and geopolitical volatility will continue to pose major challenges.*

- Dù tín hiệu khởi sắc đã xuất hiện, nhưng các chuyên gia cho rằng ngành thủy sản vẫn đang đối mặt với không ít thách thức. Chi phí sản xuất, đặc biệt là thức ăn chăn nuôi và chi phí logistics, vẫn ở mức cao. Đồng thời, các yêu cầu về truy xuất nguồn gốc, lao động và phát triển bền vững từ các thị trường nhập khẩu ngày càng khắt khe./ *Despite signs of recovery, experts believe that the seafood industry still faces significant obstacles. Production costs, especially for feed and logistics, remain high. At the same time, importing markets are imposing increasingly strict requirements regarding traceability, labor practices, and sustainable development.*

- Mặc dù đối diện nhiều khó khăn, thị trường toàn cầu đang mở ra những cơ hội lớn cho cá tra Việt Nam. Theo FAO, tiêu thụ thủy sản toàn cầu tăng các năm tiếp theo, trong đó thủy sản nuôi dự kiến lượng tiêu thụ tăng đáng kể. Sự gia tăng các sản phẩm chế biến nhanh, tiện lợi, cùng với xu hướng tiêu dùng bền vững là những điểm sáng mà ngành cá tra có thể tận dụng để mở rộng thị trường./ *Although there are many difficulties, the global market is opening up significant opportunities for Vietnamese pangasius. According to the FAO, global seafood consumption is expected to increase in the coming years, with farmed seafood seeing particularly strong growth. The rising demand for quick, convenient, and sustainable food products offers bright prospects that the pangasius industry can leverage to expand its market presence.*

- Thị trường Mỹ có sự tăng trưởng trong những năm qua, việc Fed khởi động chu kỳ nới lỏng chính sách tiền tệ cũng là một điều tích cực đối với nền kinh tế và có thể tạo ra một cú huých cho tăng trưởng trong thời gian sắp tới. Tuy nhiên, dưới Chính quyền mới và chính sách thuế thay đổi cũng có thể tạo ra những thách thức cho thương mại quốc tế, như nguy cơ tắc nghẽn cảng biển trước khi thuế mới có hiệu lực và xáo trộn dòng thương mại quốc tế do chính sách thuế quan và các nguy cơ trả đũa bằng thuế quan./ *The U.S. market has experienced growth in recent years. The Federal Reserve's move to initiate a monetary easing cycle is a positive sign for the economy and could boost growth in the near future. However, potential changes under a new U.S. administration and shifts in tax policies could present challenges to international trade, such as port congestion ahead of new tariff implementations and disruptions to trade flows due to tariff adjustments and retaliatory measures.*

- Về thị trường EU được dự báo là hồi phục chậm hơn. Nhu cầu cá tra có thể sẽ tăng, bởi nguồn cung cá minh thái và cá tuyết từ Nga bị hạn chế (loại thủy sản cạnh tranh trực tiếp với cá tra Việt Nam), xuất khẩu thủy sản Việt Nam sẽ tốt hơn trong năm 2025./ *The EU market is forecasted to recover at a slower pace. Demand for pangasius may increase due to restricted supplies of competing fish like pollock and cod from Russia, potentially improving Vietnam's seafood exports to the region in 2025.*

- Nhu cầu thủy sản của các nước Trung Đông đang gia tăng nhanh chóng, khu vực này trở thành một trong những thị trường tiêu thụ thủy sản quan trọng, đặc biệt là khi các quốc gia trong khu vực này đang chuyển hướng từ nền kinh tế phụ thuộc vào dầu mỏ sang việc phát triển các ngành công nghiệp phi dầu mỏ, bao gồm du lịch, công nghệ và chế biến thực phẩm. Các yếu tố chính ảnh hưởng đến nhu cầu thủy sản của các nước Trung Đông bao gồm sự thay đổi trong thói quen tiêu dùng, tăng trưởng dân số và sự phát triển của ngành công nghiệp chế biến thực phẩm./ *Seafood demand in the Middle East is rapidly increasing, making this region an important consumer market. This trend is especially relevant as countries in the region shift from oil-dependent economies toward*

developing non-oil sectors such as tourism, technology, and food processing. Key factors influencing seafood demand in the Middle East include changing consumption habits, population growth, and the expansion of the food processing industry.

- Các hiệp định thương mại tự do (FTA) cũng có thể tiếp tục là động lực giúp thủy sản Việt mở rộng thị phần nếu tận dụng tốt ưu đãi thuế quan và nâng cao tiêu chuẩn chất lượng sản phẩm./ *Free trade agreements (FTAs) may continue to drive the expansion of Vietnam's seafood market share, provided that the industry effectively leverages tariff preferences and improves product quality standards.*

- Ngành thủy sản đông lạnh thay đổi trước xu hướng thương mại điện tử và nhu cầu các bữa ăn nhanh: Nhu cầu về các bữa ăn nhanh và dễ dàng đang định hình lại thị trường thực phẩm đông lạnh và thực phẩm làm lạnh, trong đó sự tiện lợi hiện là ưu tiên hàng đầu đối với người tiêu dùng đang tìm kiếm các lựa chọn ăn liền, giá cả phải chăng. Xu hướng này phù hợp với sự phát triển trong danh mục hải sản, nơi các sản phẩm đông lạnh và để được lâu đáp ứng nhu cầu của người tiêu dùng đối với các mặt hàng giàu protein và dễ bảo quản./ *The frozen seafood industry is undergoing transformation in response to the rise of e-commerce and increasing demand for quick meals: The growing consumer preference for fast, easy-to-prepare meals is reshaping the frozen and chilled food market. Convenience has become a top priority, as consumers seek ready-to-eat, affordable options. This trend aligns with the development of the seafood segment, where frozen and long-shelf-life products meet demand for high-protein, easy-to-store foods.*

- Cùng với mở rộng thị trường xuất khẩu, thực hiện các quy định về chứng nhận cho sản phẩm cá tra theo yêu cầu của các thị trường, các doanh nghiệp sản xuất, chế biến cá tra cần quan tâm mở rộng thị trường trong nước, hướng tới các bếp ăn tập thể trong khu công nghiệp, trường học; mở rộng thị trường, chuỗi siêu thị, nhà hàng với các sản phẩm chế biến đa dạng phù hợp với nhu cầu người tiêu dùng./ *In addition to expanding export markets and meeting certification requirements for pangasius products as mandated by importing countries, producers and processors should also focus on developing the domestic market. This includes targeting institutional kitchens in industrial zones and schools, as well as expanding into supermarket chains and restaurants with a diverse range of processed products that cater to local consumer preferences.*

- Người tiêu dùng ở các thị trường sẽ phải tiếp tục "thắt lưng buộc bụng" nhất là với những mặt hàng phải là thiết yếu, những loại thực phẩm cao cấp, giá cao. Do vậy, cá tra sẽ vẫn là lựa chọn ưu tiên của người tiêu dùng, các doanh nghiệp nhập khẩu các nước./ *Consumers in many markets will continue to tighten their spending, especially on non-essential and high-priced premium food items. As a result, pangasius is likely to remain a preferred and economical choice for both consumers and importing businesses.*

- Các doanh nghiệp đứng trước khó khăn, đây là thời điểm doanh nghiệp tự tái cơ cấu, quản trị hàng tồn kho tốt hơn, đầu tư tập trung khi vốn tín dụng có hạn. Hiện lĩnh vực chế biến thủy sản Việt Nam có chỗ đứng nhất định trên thế giới, do đó doanh nghiệp đang chuyển hướng đa dạng hóa sản phẩm để nâng tỷ suất lợi nhuận cho các sản phẩm chế biến./ *In the face of these challenges, this is a pivotal time for companies to restructure, improve inventory management, and focus investment wisely given limited credit access. Vietnam's seafood processing industry already holds a significant position globally. Therefore, businesses are shifting toward product diversification to improve profit margins on processed goods.*

- Đầu tư vào công nghệ chế biến và nâng cao chất lượng sản phẩm: Để duy trì và gia tăng thị phần, các doanh nghiệp cần đầu tư vào công nghệ chế biến hiện đại, nâng cao chất lượng sản phẩm và cải thiện quy trình sản xuất. Đồng thời, việc tuân thủ các quy định về xuất xứ sản phẩm và chứng minh nguồn gốc sẽ giúp các sản phẩm cá Việt Nam đáp ứng yêu cầu của các thị trường khó tính./ *Investment in processing technology and product quality enhancement: To maintain and increase market share, companies must invest in modern processing technology, improve product quality, and enhance production processes. At the same time, compliance with product origin regulations and traceability standards will help Vietnamese seafood meet the demands of strict markets.*

- Trước thế cạnh tranh mới để Công ty nâng cao năng lực cạnh tranh, tiếp tục tăng trưởng, cần nhanh chóng tối ưu hóa dây chuyền sản xuất, giảm chi phí đầu vào, và có định hướng phân khúc thị trường hợp lý, đa dạng hóa sản phẩm, nâng cao giá trị sản phẩm cá tra, đủ sức cạnh tranh trên thị trường, để ổn định sản lượng hàng xuất khẩu./ *In the face of new competitive challenges, in order to enhance the Company's competitiveness and sustain growth, it is necessary to quickly optimize the production line, reduce input costs, adopt a reasonable market segmentation strategy, diversify products, and increase the value of pangasius products to ensure competitiveness in the market and maintain stable export volumes.*

- Trong năm 2025 tiếp tục duy trì tình trạng không có nợ dài hạn, cố gắng quay vòng vốn nhanh và hiệu quả, giảm dư nợ ngắn hạn để giảm chi phí tài chính hợp lý và có chiến lược tài chính linh hoạt, an toàn, tăng vốn điều lệ nhằm gia tăng mức độ tự chủ trong việc sử dụng đồng vốn./ *In 2025, the Company will continue maintaining a status of no long-term debt, strive for rapid and efficient capital turnover, reduce short-term debt to reasonably cut financial costs, and implement a flexible and secure financial strategy. It also aims to increase charter capital to enhance autonomy in capital utilization.*

- Công ty tiếp tục nỗ lực hoàn thiện các chế độ chính sách đối với người lao động, về lương thưởng, phúc lợi và các chế độ đãi ngộ khác, tạo ra môi trường làm việc vui vẻ,

hấp dẫn, thu hút nhân tài gắn bó lâu dài với Công ty./ *The Company will continue its efforts to improve policies for employees in terms of salaries, bonuses, benefits, and other incentives, thereby creating a joyful and attractive working environment that retains talented personnel for long-term commitment to the Company.*

- Qua kết quả đạt được trong năm 2024 và trên cơ sở phân tích những thuận lợi khó khăn về thị trường, nguồn vốn và điều kiện sản xuất kinh doanh của Công ty, Ban giám đốc xây dựng kế hoạch sản xuất kinh doanh như sau:/ *Based on the achievements of 2024 and the analysis of opportunities and challenges in the market, capital sources, and the Company's production and business conditions, the Executive Board has formulated the following business and production plan:*

Kế hoạch hoạt động sản xuất kinh doanh năm 2025/

Business and Production Plan for 2025

Chỉ tiêu/ *Indicator*	**Đơn vị tính/*Unit***	**Kế hoạch 2025/ *2025 plan***
Doanh thu/ *Revenue*	Đồng/ *VND*	1.420.000.000.000
Kim ngạch xuất khẩu/*Export turnover*	USD	40.600.000
Lợi nhuận trước thuế/*Profit before tax*	Đồng/ *VND*	35.000.000.000
Khấu hao TSCĐ/*Depreciation of fixed assets*	Đồng/ *VND*	11.200.000.000
Năng lực sản xuất/ *Production capacity*	Kg	14.000.000
Sản lượng tiêu thụ/ *Sales volume*	Kg	14.000.000
Tổng CBNV/ *Total employees*	Người/ *Person*	800
Thu nhập bình quân/ *Average income*	Người/tháng *Person/month*	10.000.000

Trân trọng ! / *Sincerely !*

TM BAN GIÁM ĐỐC/

O/B. EXECUTIVE BOARD

M.S.D.N: 1800052506 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Ô MÔN - TP. CẦN THƠ

TỔNG GIÁM ĐỐC

Võ Đông Đức

CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ/

CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

BÁO CÁO HỘI ĐỒNG QUẢN TRỊ /

REPORT OF THE BOARD OF DIRECTORS

NĂM 2025 /

YEAR 2025

THÁNG 6/2025 /

MONTH 6/2025

- Trong năm 2024 với những thách thức khó khăn mà Công ty phải đối mặt. Hội đồng quản trị Công ty đánh giá cao nỗ lực đóng góp của Ban giám đốc Công ty, các cấp quản lý và toàn thể CB-CNV Công ty đã góp phần ổn định hoạt động sản xuất kinh doanh của Công ty và đạt được kết quả tốt./ *In 2024, despite the many challenges faced by the Company, the Board of Directors highly appreciates the efforts and contributions of the Executive Board, all levels of management, and all employees of the Company. Their collective dedication helped stabilize the Company's business operations and achieve positive results.*

- Hội đồng quản trị đã ban hành những kế hoạch sản xuất kinh doanh phù hợp và thực hiện linh hoạt để đối mặt với những thách thức thường xuyên, liên tục và không ngừng tăng, chủ động điều chỉnh kế hoạch sản xuất kinh doanh mang lại hiệu quả cao nhất và luôn được sự ủng hộ tích cực của Ban giám đốc Công ty làm cho công tác điều hành được thuận lợi./ *The Board of Directors issued appropriate business and production plans and implemented them flexibly in response to ongoing, escalating challenges. The ability to proactively adjust the Company's business plans for optimal effectiveness was consistently supported by the Executive Board, facilitating smooth operations.*

- Năm 2024, tình hình thế giới tiếp tục diễn biến phức tạp, khó lường với nhiều yếu tố rủi ro, bất định. Xung đột quân sự tiếp tục leo thang, cạnh tranh chiến lược giữa các nước lớn diễn ra ngày càng gay gắt, nhiều quốc gia tăng cường chính sách bảo hộ thương mại, chuỗi cung ứng toàn cầu đứt gãy cục bộ đã tác động đến hòa bình, ổn định và tăng trưởng kinh tế thế giới. Tuy nhiên, kinh tế thế giới đang dần ổn định khi thương mại hàng hóa toàn cầu được cải thiện trở lại, áp lực lạm phát giảm dần, điều kiện thị trường tài chính tiếp tục được nới lỏng, thị trường lao động phục hồi tích cực./ *In 2024, the global situation continued to be complex and unpredictable, with numerous risks and uncertainties. Military conflicts escalated, strategic competition among major powers intensified, many countries strengthened trade protection policies, and global supply chains experienced partial disruptions, all of which negatively affected global peace, stability, and economic growth. However, the global economy has been gradually stabilizing, with global trade improving, inflation pressures easing, financial market conditions becoming more accommodative, and the labor market recovering positively.*

- Trước bối cảnh đó, đối với thị trường trong nước, dưới sự chỉ đạo, điều hành chủ động, linh hoạt, hiệu quả của Chính phủ, sự phối hợp chặt chẽ của các bộ ngành và địa phương; sự đoàn kết, tin tưởng, ủng hộ của Nhân dân và cộng đồng doanh nghiệp; tình hình kinh tế - xã hội nước ta năm 2024 tiếp tục xu hướng phục hồi rõ nét, tăng trưởng khởi sắc dần, lạm phát thấp hơn mức mục tiêu, các cân đối lớn được đảm bảo, kết quả trên nhiều lĩnh vực quan trọng đạt và vượt mục tiêu đề ra, là điểm sáng về tăng trưởng kinh tế trong khu vực và trên thế giới./ *In this context, domestically, under the proactive,*

flexible, and effective leadership of the Government, along with the close coordination of ministries, sectors, and localities, and the unity, trust, and support of the people and business community, Vietnam's socio-economic situation in 2024 showed a clear trend of recovery. Growth has gradually strengthened, inflation was kept below target levels, key economic balances were maintained, and results in many important sectors met or exceeded set targets, positioning Vietnam as a bright spot for economic growth both regionally and globally.

- Ngành thủy sản Việt nam đã ghi nhận những thành tựu đáng kể trong năm 2024, với tổng kim ngạch xuất khẩu đạt 10 tỷ USD. Trong đó, cá tra tiếp tục là một trong những mặt hàng xuất khẩu chiến lược, đóng góp khoảng 2 tỷ USD, với sản lượng đạt 1,67 triệu tấn, ngành cá tra không chỉ khẳng định vai trò quan trọng trong xuất khẩu mà còn đóng góp tích cực vào kinh tế vùng ĐBSCL./ *The Vietnamese seafood industry achieved notable accomplishments in 2024, with total export turnover reaching USD 10 billion. Among these, pangasius continued to be one of the key strategic export products, contributing around USD 2 billion with a production volume of 1,67 million tons. The pangasius sector not only affirmed its critical role in exports but also contributed significantly to the economy of the Mekong Delta region.*

- Công ty Caseamex là một trong những doanh nghiệp chế biến thủy sản xuất khẩu, bên cạnh việc cạnh tranh các công ty cùng ngành trong nước và các nước khác..., thêm rào cản kỹ thuật, rào cản thương mại từ các nước nhập khẩu khiến cho chi phí sản xuất, chi phí bán hàng, chi phí kiểm soát chất lượng sản phẩm tăng. Trước những thử thách lớn của thị trường, cũng vừa là mục tiêu và nguồn động lực cho Công ty thúc đẩy tạo ra những sản phẩm phù hợp với tiêu chí người tiêu dùng, nâng cao năng suất, điều chỉnh chi phí sản xuất một cách tối ưu, nâng cao chất lượng sản phẩm và duy trì được mức giá cạnh tranh hiệu quả./ *Caseamex, as one of the seafood processing and exporting companies, faced not only competition from domestic and international enterprises but also increasing technical and trade barriers from importing countries, which led to rising costs for production, sales, and product quality control. These market challenges, however, also served as a target and a motivation for the Company to innovate and develop products that meet consumer criteria, improve productivity, optimize production costs, enhance product quality, and maintain competitive pricing effectively.*

- Ban lãnh đạo Công ty cùng toàn thể cán bộ công nhân viên tận dụng cơ hội, vượt khó, nỗ lực hết mình để vận hành doanh nghiệp an toàn và hiệu quả để đạt được mục tiêu kế hoạch đã đề ra./ *The Company's leadership and all employees have seized opportunities, overcome difficulties, and made their utmost efforts to operate safely and efficiently, thereby achieving the planned targets.*

- Hội đồng quản trị Công ty báo cáo thực hiện việc phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu và chào bán thêm cổ phiếu ra công chúng theo phương án phát hành đã được thông qua tại Nghị quyết Đại hội đồng cổ đông thường niên năm 2024 số 56/NQ/ĐHĐCD.2024 ngày 25/05/2024. Đến ngày 13/05/2025 đã được Ủy ban Chứng khoán Nhà nước chấp thuận và cấp Giấy chứng nhận đăng ký chào bán thêm cổ phiếu ra công chúng số 122/GCN-UBCK. Công ty tiếp tục triển khai thực hiện nội dung nêu trên của Nghị quyết Đại hội đồng cổ đông thường niên năm 2024 số 56/NQ/ĐHĐCD.2024 ngày 25/05/2024./ *The Company's Board of Directors reports the implementation of a share issuance to increase charter capital from owner's equity and to offer additional shares to the public in accordance with the issuance plan approved by Resolution No. 56/NQ/ĐHĐCĐ.2024 dated May 25, 2024, of the 2024 Annual General Meeting of Shareholders. On May 13, 2025, the State Securities Commission of Vietnam approved and granted the Certificate of Registration for the Public Offering of Additional Shares No. 122/GCN-UBCK. The Company is continuing to implement the contents specified in the aforementioned Resolution No. 56/NQ/ĐHĐCĐ.2024 dated May 25, 2024.*

- Kính thưa Đại hội: Theo kế hoạch sản xuất kinh doanh đầu năm 2025, Hội đồng quản trị đã đưa ra kế hoạch:/ To the General Meeting of Shareholders, according to the initial business plan for 2025, the Board of Directors set forth the following targets:

+ Doanh thu: 1.420.000.000.000 đồng/ Revenue: VND 1.420.000.000.000 VND

+ Lợi nhuận: 15.000.000.000 đồng/ Profit: 15.000.000.000 VND

- Trong những tháng qua, tình hình kinh tế khả quan hơn, thị trường khởi sắc hơn và có nhiều thuận lợi trong thời gian tới, Hội đồng quản trị đã thống nhất điều chỉnh chỉ tiêu kế hoạch sản xuất kinh doanh đầu năm 2025 như sau:/ In recent months, the economic situation has improved, the market has shown positive signs, and the outlook for the near future is favorable. The Board of Directors has unanimously agreed to revise the 2025 business targets as follows:

+ Doanh thu: 1.420.000.000.000 đồng/ Revenue: 1.420.000.000.000 VND

+ Lợi nhuận: 35.000.000.000 đồng/ Profit: 35.000.000.000 VND

I. HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ NĂM 2024:/ *ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024:*

1. Hoạt động của Hội đồng quản trị:/ *Activities of the Board of Directors:*

- Trong năm 2024, Hội đồng quản trị Công ty luôn duy trì và tổ chức các phiên họp Hội đồng quản trị định kỳ, ngoài ra còn có cuộc họp bổ sung, chỉ đạo kịp thời trao đổi qua điện thoại và liên lạc qua thư điện tử nhằm cùng nhau thảo luận, bàn bạc tìm phương hướng hoạt động phù hợp và tốt nhất cho Công ty qua từng giai đoạn hàng ngày,

hàng tháng trong năm, ban hành các quyết định và nhiều nội dung quan trọng về các lĩnh vực: Kế hoạch hoạt động sản xuất kinh doanh, kế hoạch vốn, đầu tư cải tiến máy móc trang thiết bị, tổ chức nhân sự... đảm bảo hoạt động của Công ty được duy trì liên tục và hiệu quả, tuân thủ đúng chức năng và quyền hạn của Hội đồng quản trị và Điều lệ hoạt động của Công ty./ *In 2024, the Company's Board of Directors regularly maintained and organized scheduled Board meetings, as well as additional ad-hoc meetings. Timely discussions and directives were also issued through phone calls and email communication to ensure continuous and effective governance. The Board worked collaboratively to identify suitable and optimal directions for the Company's operations on a daily and monthly basis throughout the year. It issued decisions and addressed various key matters including business and production planning, capital plans, investment in machinery and equipment upgrades, and organizational restructuring. All operations were conducted in compliance with the Board's functions and authority as well as the Company's Charter.*

- Hội đồng quản trị đã tổ chức nhiều phiên họp, nội dung cụ thể các phiên họp và Nghị quyết được ban hành như sau:/ *The Board of Directors organized several meetings, with the following resolutions and decisions issued:*

Số Nghị quyết/ Quyết định / *Resolution/Decision No.*	**Ngày/tháng/năm / *Date***	**Nội dung/ *Content***
001	02/01/2024	Đánh giá tình hình sản xuất kinh doanh năm 2023 và thảo luận về kế hoạch và phương hướng kinh doanh năm 2024/*Review of 2023 business performance and discussion on business direction and plans for 2024*
026	02/04/2024	V/v gia hạn họp ĐHĐCĐ thường niên năm 2024 chậm nhất trước ngày 30/06/2024/ *Re: Extension of the 2024 Annual General Meeting of Shareholders (AGM), before 30/06/2024*
027	02/04/2024	V/v Thông qua ngày đăng ký cuối cùng chốt danh sách cổ đông tham gia ĐHĐCĐ 2024/ *Re: Approval of the record date to finalize shareholder list for 2024 AGM*

Số Nghị quyết/ Quyết định / *Resolution/Decision No.*	Ngày/tháng/năm / *Date*	Nội dung/ *Content*
069	09/07/2024	V/v Triển khai phương án phát hành cổ phiếu tăng vốn cổ phần từ nguồn vốn chủ sở hữu và chào bán thêm cổ phiếu ra công chúng năm 2024/ *Re: Implementation of the plan to issue shares to increase charter capital from owner's equity and public offering*
075	09/07/2024	V/v Thông qua hồ sơ đăng ký phát hành cổ phiếu tăng vốn cổ phần từ nguồn vốn chủ sở hữu và chào bán thêm cổ phiếu ra công chúng năm 2024/ *Re: Approval of the application for share issuance to increase charter capital and public offering*
085	12/08/2024	V/v Triển khai chi trả cổ tức 2023 bằng tiền mặt/ *Re: Implementation of 2023 dividend payment in cash*
115	04/12/2024	V/v Thông qua hồ sơ đăng ký phát hành cổ phiếu tăng vốn cổ phần từ nguồn vốn chủ sở hữu và chào bán thêm cổ phiếu ra công chúng năm 2024/ *Re: Approval of the application for share issuance to increase charter capital and public offering*
026	04/12/2024	V/v Miễn nhiệm chức danh Phó tổng giám đốc Công ty/ *Re: Dismissal of the Deputy General Director position*

Và nhiều cuộc họp khác trong Hội đồng quản trị, Ban Tổng giám đốc thảo luận các việc hệ trọng trong sản xuất kinh doanh…/*In addition to these, many other meetings were held by the Board of Directors and the Executive Board to discuss critical matters related to production and business activities.*

2. **Đánh giá của Hội đồng quản trị về hoạt động của Ban Tổng Giám đốc công ty/** ***Evaluation by the Board of Directors on the Performance of the Company's Executive Board***

Hội đồng quản trị đánh giá cao nỗ lực của Ban Tổng Giám đốc và các cấp quản lý điều hành trong quá trình thực hiện kế hoạch sản xuất kinh doanh của Công ty năm 2024. Ban Tổng Giám đốc đã hoàn thành tốt vai trò của mình thể hiện qua các giải pháp điều hành kịp thời, linh hoạt, phù hợp với chủ trương, định hướng của HĐQT. Các chủ trương, chỉ đạo mà HĐQT đưa ra cũng được Ban điều hành triển khai đầy đủ, kịp thời và báo cáo chi tiết kết quả thực hiện với tinh thần trách nhiệm cao. HĐQT tin tưởng với các giải pháp chắc chắn, linh hoạt trong công tác điều hành của Ban Tổng Giám đốc Công ty và tập thể CB-CNV sẽ góp phần gia tăng sự ổn định trong hoạt động sản xuất, từng bước chinh phục được các thị trường khó tính trong khu vực và quốc tế trong bối cảnh còn nhiều khó khăn, thách thức./ *The Board of Directors highly appreciates the efforts of the Executive Board and all levels of management in implementing the Company's 2024 business and production plans. The Executive Board effectively fulfilled its role through timely, flexible, and appropriate management solutions that aligned with the policies and directions of the Board of Directors. All directives and orientations issued by the Board were thoroughly and promptly executed by the Executive Board, with detailed and responsible reporting on the results. The Board of Directors firmly believes that with solid and adaptable executive strategies from the Executive Board, along with the dedication of all employees, the Company will continue to stabilize operations and gradually conquer demanding markets in the region and around the world despite ongoing challenges.*

* Trong năm 2024, HĐQT đã thực hiện các hoạt động giám sát như:/ *In 2024, the Board of Directors carried out several supervisory activities, including:*

- Giám sát, chỉ đạo Tổng Giám đốc và Ban điều hành trong điều hành công việc sản xuất kinh doanh hàng ngày. Phối hợp chặt chẽ với Ban Tổng Giám đốc để đưa ra các định hướng và giải quyết kịp thời các đề xuất, yêu cầu của Ban điều hành Công ty trong công việc sản xuất, kinh doanh; / *Supervising and guiding the General Director and the Executive Board in day-to-day business operations. The Board worked closely with the Executive Board to provide directions and promptly resolve proposals and operational requests;*

- Thường xuyên tổ chức các cuộc họp định kỳ, đột xuất giữa HĐQT với Ban Tổng Giám đốc để nghe báo cáo, giải quyết kịp thời các tình huống phát sinh; / *Regularly organizing scheduled and ad-hoc meetings between the Board of Directors and the Executive Board to receive reports and address arising issues in a timely manner;*

- Đưa ra nghị quyết về các phương án, dự án đầu tư của Công ty, thu xếp nguồn vốn, nhân lực cho quản lý cấp cao của các dự án. / *Issuing resolutions regarding the Company's investment projects, arranging financial resources, and assigning senior management personnel to lead these projects.*

* Đánh giá chung về hoạt động của Ban Tổng Giám Đốc trong hoạt động sản xuất kinh doanh: / *General assessment of the Executive Board's performance in business operations:*

- Các thành viên trong Ban Tổng Giám đốc đều có trình độ, năng lực và phẩm chất, được đào tạo đầy đủ về chuyên môn, am hiểu về lĩnh vực được giao phụ trách và đã có nhiều năm kinh nghiệm trong việc quản lý và điều hành; / *Members of the Executive Board possess the qualifications, competencies, and professional ethics required. They are well-trained, knowledgeable in their areas of responsibility, and have extensive experience in management and operations;*

- Tổng giám đốc có phân công nhiệm vụ rõ ràng cho các phó Tổng giám đốc và thường xuyên tổ chức họp giao ban để đánh giá kết quả thực hiện công việc trong kỳ và giao kế hoạch công việc kỳ tới; / *The General Director clearly delegated responsibilities to the Deputy General Directors and regularly held briefings to assess work performance and assign tasks for the next period;*

- Tổng Giám đốc đã triển khai hoạt động SXKD của đơn vị phù hợp với nghị quyết của Đại hội đồng / *The General Director effectively implemented the Company's business and production activities in alignment with resolutions passed by the General Meeting of Shareholders*

- Tuân thủ đúng Điều lệ doanh nghiệp, quy định của pháp luật; / *The Executive Board complied with the Company's Charter and legal regulations;*

- Ban Điều hành và tập thể CBCNV trong Công ty đã cố gắng làm tốt nhiệm vụ SXKD trong năm; / *The Executive Board and the entire staff made strong efforts to fulfill their business and production tasks throughout the year;*

- Ban Điều hành cũng thường xuyên đưa ra được những đề xuất, kiến nghị kịp thời, giải pháp phù hợp để tham mưu cho Hội đồng quản trị nhằm tăng cường hiệu quả và chất lượng công việc, tiết kiệm tối đa các khoản chi phí.../ *The Executive Board frequently provided timely proposals and recommendations with appropriate solutions to the Board of Directors, thereby enhancing work efficiency, improving quality, and maximizing cost savings.*

3. Báo cáo chi phí thù lao của Hội đồng quản trị và Ban kiểm soát Công ty:/ *Report on Remuneration Expenses of the Board of Directors and Board of Supervisors*

* Thù lao Hội đồng quản trị:/ *Board of Directors' Remuneration:*

- Tổng số thành viên HĐQT : 05 thành viên.

  Total number of BOD members : 05 members.

- Chủ tịch HĐQT (01) : 10.000.000 đồng /tháng

  Chairman of the BOD (01) : 10.000.000 VND /month

- Phó CT HĐQT (01) : 8.000.000 đồng /tháng

  Vice Chairman of the BOD (01) : *8.000.000 VND /month*

- Thành viên (03) : 6.000.000 đồng /tháng

  BOD members (03) : *6.000.000 VND/month*

  Tổng thù lao HĐQT 2024 : 432.000.000 đồng/năm.

  Total remuneration of the BOD in 2024 : 432.000.000 VND/year.

* Thù lao Ban kiểm soát/ *Board of Supervisors' Remuneration:*

- Tổng số thành viên BKS : 03 thành viên

  Total number of BOS members : 03 members

- Thù lao mỗi thành viên : 5.000.000 đồng /tháng.

  Remuneration per member : 5.000.000 VND /month.

  Tổng thù lao BKS năm 2024 : 180.000.000 đồng/năm.

  Total remuneration of the BOS in 2024 : 180.000.000 VND/year.

4. Các kế hoạch, định hướng của Hội đồng quản trị năm 2025:/ ***Plans and Strategic Directions of the Board of Directors for 2025:***

- Năm 2025 mặc dù còn nhiều thách thức từ giá nguyên liệu, chi phí sản xuất, chi phí vận chuyển hàng hóa quốc tế, chính sách thuế quan của các quốc gia nhập khẩu, diễn biến khó lường về thuế đối ứng của Chính phủ Mỹ… nhưng các cơ hội tốt cũng dần hiện hữu cả về thị trường, sản phẩm và chính sách thuế chống phá giá đã và đang tạo ra nền tảng mới để Công ty phục hồi và phát triển mạnh mẽ./ *Despite ongoing challenges in 2025, including raw material prices, production and international shipping costs, tariff policies from importing countries, and unpredictable developments in U.S. countervailing duties, new opportunities are also emerging across markets, products, and anti-dumping tax frameworks. These developments are laying a new foundation for the Company's recovery and strong future growth.*

- Từ những diễn biến khó khăn và thuận lợi của nền kinh tế, HĐQT Công ty đưa ra một số biện pháp nhằm ổn định và tăng trưởng cho Công ty, cụ thể:/ *Based on both the difficulties and advantages of the current economic landscape, the Board of Directors has proposed several key measures to stabilize and grow the Company:*

+ Tăng vốn điều lệ để mở rộng sản xuất nhằm góp phần tăng trưởng sản lượng xuất khẩu cho Công ty:/ *Increase charter capital to expand production and contribute to boosting export volume:*

+ Tăng lên 181 tỉ đồng vốn điều lệ cho năm 2025. */Raise charter capital to 181 billion VND in 2025.*

+ Dự kiến sẽ tăng lên khoảng 250 tỉ đồng vốn điều lệ. Bước kế tiếp thay mới một phần thiết bị, máy móc, nhà xưởng để tăng năng lực sản xuất của Nhà máy chế biến, tăng sản lượng, kiểm soát chặt chẽ về chất lượng và thêm một số phân xưởng phục vụ cho đa dạng sản phẩm, tăng sản lượng hàng giá trị gia tăng của Công ty./ *Aim to further increase charter capital to approximately 250 billion VND in the next phase. Then upgrade and replace part of the machinery, equipment, and facilities at the processing plant to increase production capacity, improve quality control, and add new workshops to diversify products and increase value-added output.*

+ Cố gắng ổn định thị trường xuất khẩu, đặc biệt quan tâm về chính sách thuế chống bán phá giá của thị trường Mỹ… Tăng sản lượng xuất khẩu, đẩy mạnh xuất khẩu hàng giá trị gia tăng và các sản phẩm chế biến khác… Tăng kim ngạch xuất khẩu cho năm 2025, 2026 và các năm kế tiếp./ *Stabilize export markets, with particular focus on addressing U.S. anti-dumping tax policies. Expand export volume, especially value-added and processed products, with the goal of increasing export turnover for 2025, 2026, and beyond.*

+ Xây dựng mới kho trữ lạnh 2.500 tấn trên mặt bằng hiện hữu của Nhà máy, nâng cao năng lực xuất khẩu cũng như năng lực tồn trữ hàng hóa nhằm đối phó với những điều kiện rủi ro về giá cả, về thị trường…/*Construct a new 2.500-ton cold storage warehouse on the existing plant premises to enhance export capabilities and storage capacity, helping the Company better manage price fluctuations and market risks.*

+ Kiện toàn vùng nuôi, tăng cường quản lý chặt các yếu tố kỹ thuật, các chỉ số tiêu tốn thức ăn,…kịp thời ứng phó với các rủi ro về thiên tai, thời tiết khắc nghiệt, dịch bệnh,…nâng cao hiệu quả trong nuôi trồng nhằm giảm giá thành nguyên liệu phục vụ cho Nhà máy chế biến và tham gia thị trường nguyên liệu…/*Strengthen and consolidate farming areas, tighten technical control and feed conversion ratios, and be proactive in responding to risks from natural disasters, extreme weather, and disease outbreaks. Improve aquaculture efficiency to lower raw material costs for the processing plant and enhance competitiveness in the raw material market.*

+ Điều quan trọng nhất là HĐQT, Ban Giám Đốc Công ty sẽ linh hoạt hơn trong chuyển đổi cơ cấu vốn, hạn mức tín dụng với các Ngân hàng đảm bảo luân chuyển vốn hiệu quả, tối ưu hóa chi phí về tài chính cho Công ty./ *The most important thing for BOD and EB is to enhance financial flexibility by restructuring capital allocation and adjusting credit limits with banks to ensure efficient capital circulation and optimize financial costs.*

- Các ý kiến nêu trên sẽ là động lực cho HĐQT và Ban Giám Đốc Công ty quyết tâm thực hiện đảm bảo hoạt động hiệu quả, hài hòa lợi ích của cổ đông và CB CNV Công ty, đảm bảo tỉ lệ chia cổ tức hàng năm ổn định, năm sau cao hơn năm trước./ *The above initiatives are intended to drive determination within the Board of Directors and Executive Board to operate effectively, balance the interests of shareholders and employees, and maintain a stable dividend payout, ensuring that annual dividend rates continue to improve year after year.*

II. BÁO CÁO VỀ CÁC GIAO DỊCH/ *REPORT ON TRANSACTIONS*

1. Giao dịch cổ phiếu của người nội bộ:/ *Share transactions by internal shareholders:*

STT/ *No.*	Người thực hiện giao dịch/ *Person conducting the transaction*	Quan hệ với người nội bộ/ *Relationship with internal shareholder*	Số cổ phiếu sở hữu đầu kỳ (01/01/2024)/ *Shares held at the beginning of the period (01/01/2024)*		Số cổ phiếu sở hữu cuối kỳ (31/12/2024)/ *Shares held at the end of the period (31/12/2024)*		Lý do tăng/ giảm (mua, bán, chuyển đổi, thưởng…)/ *Reasons for changes (purchase, sale, conversion, bonus, etc)*
			Số cổ phiếu / *Number of shares*	Tỷ lệ / *Ownership ratio*	Số cổ phiếu / *Number of shares*	Tỷ lệ / *Ownership ratio*	
1	Võ Đông Đức	Phó chủ tịch HĐQT kiêm Tổng giám đốc/*Vice Chairman cum General Director*	5.529.733	36,64%	5.543.650	36,73%	Share purchase

2. Giao dịch giữa công ty, công ty con, công ty do công ty đại chúng nắm quyền kiểm soát trên 50% trở lên vốn điều lệ với thành viên Hội đồng quản trị, Giám đốc, Người điều hành khác của doanh nghiệp và những người có liên quan của đối tượng đó: Không có / *Transactions between the Company, subsidiaries, or companies controlled by the public company (holding 50% or more of charter capital) and members of the Board of Directors, Directors, other executives, or their related persons: None*

3. Giao dịch giữa công ty với công ty trong đó thành viên Hội đồng quản trị, Giám đốc, người điều hành khác của doanh nghiệp là thành viên sáng lập hoặc là người quản

lý doanh nghiệp trong thời gian 03 năm gần nhất trước thời điểm giao dịch: Không có/ *Transactions between the Company and entities where members of the Board of Directors, Directors, or other executives are founders or have held management positions within the last 3 years prior to the transaction: None*

III. HOẠT ĐỘNG CỦA THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ ĐỘC LẬP VÀ KẾT QUẢ ĐÁNH GIÁ CỦA THÀNH VIÊN ĐỘC LẬP VỀ HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ/ *ACTIVITIES OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS AND EVALUATION RESULTS BY THE INDEPENDENT MEMBER ON THE BOARD'S PERFORMANCE*

Không có/ *None*

Trên đây là báo cáo tóm tắt hoạt động của Hội đồng quản trị về thực hiện Nghị quyết của Đại hội đồng Cổ đông của năm 2024 và phương hướng hoạt động năm 2025./ *Above is the summary report on the activities of the Board of Directors regarding the implementation of the 2024 General Meeting of Shareholders' Resolution and the orientation for activities in 2025.*

Kính trình Đại hội !/ *Respectfully submitted !*

TM.HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH /

O/B. BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)

NGUYỄN CHÍ THẢO

CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ/

MPORT EXPORT SEAFOOD JOINT STOCK COMPANY

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

BÁO CÁO BAN KIỂM SOÁT /

REPORT OF THE BOARD OF SUPERVISORS

THÁNG 6/2025 /

MONTH 6/2025

Kính thưa: Quý cổ đông !/ To: Esteemed Shareholders !

- Thực hiện nhiệm vụ do Đại hội đồng cổ đông giao, đồng thời căn cứ chức năng và nhiệm vụ của Ban Kiểm soát được quy định tại Luật doanh nghiệp và Điều lệ Công ty cổ phần Xuất Nhập Khẩu Thủy Sản Cần Thơ./ *In accordance with the tasks assigned by the General Meeting of Shareholders and based on the functions and duties of the Supervisory Board as stipulated in the Enterprise Law and the Charter of Can Tho Import Export Seafood Joint Stock Company.*

- Ban kiểm soát xin trình bày báo cáo trước Đại hội đồng cổ đông thường niên năm 2025 của Công ty cổ phần Xuất Nhập Khẩu Thủy Sản Cần Thơ được tổ chức ngày 28 tháng 06 năm 2025 với các nội dung sau:/ *The Board of Supervisors would like to present its report to the Annual General Meeting of Shareholders of Can Tho Import Export Seafood Joint Stock Company, held on June 28, 2025, with the following contents:*

I. HOẠT ĐỘNG CỦA BAN KIỂM SOÁT NĂM 2024/ ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2024

1. Tổng kết các cuộc họp của Ban kiểm soát:/ *Summary of the Board of Supervisors Meetings:*

Các thành viên Ban kiểm soát tham dự đầy đủ các cuộc họp và phân công thành viên tham dự các cuộc họp của Hội đồng quản trị./ *All members of the Board of Supervisors attended the meetings and participated in the meetings of the Board of Directors as assigned.*

2. Hoạt động của Ban kiểm soát trong năm 2024:/ *Activities of the Board of Supervisors in 2024:*

- Giám sát việc thực thi Nghị quyết của ĐHĐCD thường niên năm 2024 đã được thông qua./ *Supervised the implementation of the Resolutions passed by the 2024 Annual General Meeting of Shareholders.*

- Đóng góp dự thảo Quy chế tổ chức và hoạt động của Hội đồng quản trị; Quy chế Công bố thông tin.../ *Contributed to the drafting of the Operational Regulations of the Board of Directors and the Information Disclosure Regulation.*

- Thẩm định Báo cáo tài chính quý, năm của Công ty./ *Reviewed and assessed the Company's quarterly and annual financial statements.*

- Đóng góp dự thảo Báo cáo sơ kết, tổng kết của Công ty./ *Contributed to the drafting of the Company's preliminary and final reports.*

- Hỗ trợ Hội đồng quản trị, Ban Giám đốc soát xét công tác quản lý trong hoạt động sản xuất kinh doanh của Công ty./ *Supported the Board of Directors and Executive Board in reviewing the management of the Company's business operation.*

II. THÙ LAO, CHI PHÍ HOẠT ĐỘNG VÀ CÁC LỢI ÍCH KHÁC CỦA BAN KIỂM SOÁT/ *REMUNERATION, OPERATING EXPENSES AND OTHER BENEFITS OF THE BOARD OF SUPERVISORS*

* Thù lao Ban kiểm soát:/ *Board of Supervisors Remuneration:*

- Tổng số thành viên BKS	:	03 thành viên
Total number of BOS members	:	*03 members*
- Thù lao mỗi thành viên	:	5.000.000 đồng /tháng.
Monthly remuneration per member	:	*5.000.000 VND /month.*
Tổng thù lao BKS năm 2024	:	180.000.000 đồng/năm.
Total remuneration of the BOS in 2024	:	*180.000.000 VND/year.*

III. KẾT QUẢ GIÁM SÁT HOẠT ĐỘNG KINH DOANH, QUẢN TRỊ ĐIỀU HÀNH CỦA HỘI ĐỒNG QUẢN TRỊ VÀ BAN ĐIỀU HÀNH:/ *RESULTS OF SUPERVISION ON BUSINESS OPERATIONS, CORPORATE GOVERNANCE AND MANAGEMENT BY THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD:*

1. Tình hình tài chính năm 2024/ *Financial status in 2024*

- Báo cáo tài chính năm 2024 do Ban Tổng giám đốc Công ty lập và đã được kiểm toán bởi Công ty TNHH Kiểm toán và Tư vấn A&C./ *The 2024 financial statements were prepared by the Company's General Director and audited by A&C Auditing and Consulting Co., Ltd.*

- Báo cáo tài chính đã phản ánh trung thực và hợp lý tình hình tài chính, kết quả sản xuất kinh doanh của Công ty, phù hợp với các chuẩn mực kế toán Việt Nam./ *The financial statements fairly and accurately reflect the Company's financial position and business performance, in accordance with Vietnamese accounting standards.*

*** Đầu tư Nhà ở xã hội:/ *Social Housing Investment:***

- Tên dự án: Nhà ở xã hội Gia Phúc/ *Project name: Gia Phuc Social Housing Project*

- Địa chỉ: Đường Nguyễn Chí Thanh, Phường Trà Nóc, Quận Bình Thủy, Thành phố Cần Thơ./ *Location: Nguyen Chi Thanh Street, Tra Noc Ward, Binh Thuy District, Can Tho City.*

- Mục đích của dự án: Đáp ứng nhu cầu về nhà ở cho cán bộ công nhân viên trong Công ty cũng như trong các Khu công nghiệp trên địa bàn Thành phố Cần Thơ./ *Purpose of the project: To meet the housing needs of the Company's employees as well as workers in industrial zones across Can Tho City.*

- Hiện tại dự án đã hoàn thành và đang làm hồ sơ nghiệm thu, quyết toán gửi trình đến các Sở ban ngành có liên quan để phê duyệt./ *Current status: The project has been completed and is in the process of preparing acceptance and final settlement documents for submission to relevant departments and authorities for approval.*

2. Kết quả giám sát hoạt động của Hội đồng quản trị và Ban điều hành/ *Supervision Results of the Board of Directors and the Executive Board*

- Hội đồng quản trị đã thực hiện đầy đủ các cuộc họp định kỳ và bất thường, phù hợp với yêu cầu công tác quản lý, điều hành hoạt động của Công ty trong năm 2024./ *The Board of Directors held all regular and extraordinary meetings in accordance with the Company's management and operational requirements in 2024.*

- Ban Tổng Giám đốc Công ty đã thực hiện nghiêm túc các Nghị quyết, Quyết định của ĐHĐCĐ và của HĐQT theo mục tiêu định hướng đã đề ra, vừa có quyết định phù hợp với thực tế và đưa ra nhiều biện pháp về quản lý, kỹ thuật,...nhằm thực hiện các mục tiêu mà Đại hội đồng cổ đông đề ra./ *The Executive Board strictly implemented the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, aligning with the set strategic objectives. The Board also made appropriate decisions based on actual conditions and proposed various managerial and technical solutions to fulfill the goals set by the General Meeting of Shareholders.*

- Tuân thủ về công bố thông tin và báo cáo của UBCK trong năm 2024./ *The Company complied with disclosure and reporting obligations to the State Securities Commission in 2024.*

- Hội đồng quản trị, Ban Tổng giám đốc Công ty đã thể hiện trách nhiệm cao trong công tác quản lý và điều hành hoạt động sản xuất kinh doanh của Công ty, cùng với sự nỗ lực của tập thể cán bộ công nhân viên đã hoàn thành kế hoạch đã đề ra./ *The Board of Directors and the Executive Board demonstrated strong responsibility in managing and operating the Company's business activities. Together with the collective efforts of all employees, they successfully achieved the set business plan.*

IV. BÁO CÁO ĐÁNH GIÁ VỀ GIAO DỊCH:/ *REPORT ON TRANSACTIONS:*

1. Giao dịch cổ phiếu của người nội bộ:/ *Share transactions by internal shareholders:*

STT/ *No.*	Người thực hiện giao dịch/ *Person conducting the transaction*	Quan hệ với người nội bộ/ *Relationship with internal shareholders*	Số cổ phiếu sở hữu đầu kỳ (01/01/2024)/ *Shares held at the beginning of the period (01/01/2024)*		Số cổ phiếu sở hữu cuối kỳ (31/12/2024)/ *Shares held at the end of the period (31/12/2024)*		Lý do tăng/ giảm (mua, bán, chuyển đổi, thưởng,...)/ *Reasons for changes (purchase, sale,*
			Số cổ phiếu	Tỷ lệ/	Số cổ	Tỷ lệ/	

			/ *Number of shares*	*Ownership ratio*	phiếu/ *Number of shares*	*Ownership ratio*	*conversion, bonus, etc)*
1	Võ Đăng Đức	Phó chủ tịch HĐQT kiêm Tổng giám đốc/*Vice Chairman cum General Director*	5.529.733	36,64%	5.543.650	36,73%	Mua cổ phiếu/ *Share purchase*

2. Giao dịch giữa công ty, công ty con, công ty do công ty đại chúng nắm quyền kiểm soát trên 50% trở lên vốn điều lệ với thành viên Hội đồng quản trị, Giám đốc, Người điều hành khác của doanh nghiệp và những người có liên quan của đối tượng đó./ *Transactions between the Company, subsidiaries, or companies controlled by the public company (holding 50% or more of charter capital) and members of the Board of Directors, Directors, other executives, or their related persons.*

- Không có/ *None*

3. Giao dịch giữa công ty với công ty trong đó thành viên Hội đồng quản trị, Giám đốc, người điều hành khác của doanh nghiệp là thành viên sáng lập hoặc là người quản lý doanh nghiệp trong thời gian 03 năm gần nhất trước thời điểm giao dịch./ *Transactions between the Company and entities where members of the Board of Directors, Directors, or other executives are founders or have held management positions within the last 3 years prior to the transaction.*

- Không có/ *None*

V. SỰ PHỐI HỢP HOẠT ĐỘNG GIỮA BAN KIỂM SOÁT VỚI HỘI ĐỒNG QUẢN TRỊ, BAN ĐIỀU HÀNH :/ *COORDINATION BETWEEN THE SUPERVISORY BOARD, THE BOARD OF DIRECTORS, AND THE EXECUTIVE BOARD:*

- Trong quá trình hoạt động, Ban kiểm soát nhận được sự phối hợp và hỗ trợ của Hội đồng quản trị, Ban giám đốc./ *During its operation, the Board of Supervisors received cooperation and support from the Board of Directors and the Executive Board.*

- Ban kiểm soát phối hợp chặt chẽ và thường xuyên với Hội đồng quản trị và Ban giám đốc trong việc giám sát và nâng cao hiệu quả các hoạt động tại Công ty./ *The Board of Supervisors maintained close and regular coordination with the Board of Directors and the Executive Board in supervising and improving the efficiency of the Company's*

activities.

- Ban Kiểm soát đã tham dự đầy đủ các cuộc họp của Hội đồng quản trị, được cung cấp thông tin kịp thời để Ban kiểm soát thực hiện nhiệm vụ./ *The Board of Supervisors attended all meetings of the Board of Directors and was provided with timely information to fulfill its duties.*

- Ban kiểm soát đánh giá việc quản lý, điều hành của Hội đồng quản trị và Ban giám đốc Công ty đã được thực hiện hiệu quả và phù hợp với chiến lược, mục tiêu mà Đại hội đồng cổ đông đề ra, cũng như tuân thủ các quy định liên quan của pháp luật./ *The Board of Supervisors evaluates that the management and operation by the Board of Directors and the Executive Board were carried out effectively and in alignment with the strategies and goals set by the General Meeting of Shareholders, as well as in compliance with relevant legal regulations.*

VI. PHƯƠNG HƯỚNG HOẠT ĐỘNG 2025 CỦA BAN KIỂM SOÁT/*ORIENTATION FOR THE BOARD OF SUPERVISORS' ACTIVITIES IN 2025*

- Thực hiện công việc kiểm tra, giám sát theo chức năng, nhiệm vụ được qui định./ *Perform inspection and supervision tasks as prescribed in its functions and duties.*

- Tập trung thực hiện kiểm soát liên quan đến hoạt động sản xuất kinh doanh, tài chính và đầu tư của Công ty./ *Focus on monitoring the Company's business, financial, and investment activities.*

- Giám sát Hội đồng Quản trị, Ban giám đốc thực hiện Nghị quyết Đại hội đồng cổ đông năm 2024./ *Supervise the implementation of the 2024 Resolutions of the General Meeting of Shareholders by the Board of Directors and the Executive Board.*

Trên đây là Báo cáo năm 2024 của Ban kiểm soát kính trình Đại hội đồng cổ đông thường niên năm 2025./ *This concludes the 2024 report of the Board of Supervisors, respectfully submitted to the 2025 Annual General Meeting of Shareholders.*

Trân trọng kính chào !/
Respectfully submitted !

TM.BAN KIỂM SOÁT CÔNG TY
TRƯỞNG BAN/
O/B. BOARD OF SUPERVISORS
HEAD OF THE BOARD

LÝ QUỐC TUẤN

CTY CP XNK TS CẦN THƠ (CASEAMEX) ***CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY*** *(CASEAMEX)* ----------	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** Độc lập – Tự do – Hạnh phúc ***THE SOCIALIST REPUBLIC OF VIETNAM*** *Independence - Freedom – Happiness* ----------
Số/ No.:47../TT-HĐQT.2025	*Cần thơ, ngày 03 tháng 06. năm 2025* *Can Tho, day 03 month 06 year 2025*

TỜ TRÌNH/ *PROPOSAL*

V/v. Phương án phân phối lợi nhuận năm 2024 / Re:2024 Profit Distribution Plan

KÍNH GỞI: QUÝ CỔ ĐÔNG C.TY CP XNK THỦY SẢN CẦN THƠ

TO: SHAREHOLDERS OF CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

- *Căn cứ vào Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng Hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 17/06/2020:/ Pursuant to the Enterprise Law No. 59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Căn cứ vào Luật chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng Hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 26/11/2019:/ Pursuant to the Law on Securities No. 54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán:/ 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;*
- *Căn cứ vào Điều lệ tổ chức và hoạt động Công ty Cổ phần XNK Thủy sản Cần Thơ:/ Pursuant to the Charter on the organization and operation of Can Tho Import Export Seafood Joint Stock Company;*
- *Căn cứ vào Báo cáo tài chính đã kiểm toán của Công ty năm 2024./Pursuant to the audited financial statements of the Company for the year 2024.*

Hội đồng quản trị Công ty Cổ phần Xuất nhập khẩu Thuỷ sản Cần Thơ (Caseamex) kính trình

ĐH đồng cổ đông thông qua phương án phân phối lợi nhuận năm 2024 như sau:/ *The Board of Directors of Can Tho Import Export Seafood Joint Stock Company (Caseamex) respectfully submits to the General Meeting of Shareholders the proposed 2024 Profit Distribution Plan as follows:*

Đơn vị: đồng/ Unit: đong

STT/*No*	KHOẢN MỤC/*ITEMS*	Tổng/*Total*
1	**Lợi nhuận trước thuế/ *Profit before tax***	**11.307.472.430**
2	Thuế TNDN phải nộp/ *Corporate income tax payable*	1.948.397.043
3	**Lợi nhuận sau thuế (1-2)/ *Profit after tax (1-2)***	**9.359.075.387**
4	**Tổng mức trích lập các Quỹ/*Total appropriation to funds***	**1.310.270.554**
	Quỹ dự trữ vốn điều lệ (4% LNST)/ Capital reserve fund (4% Profit after tax)	374.363.015
	Quỹ khen thưởng phúc lợi (10%LNST)/ Bonus and welfare fund (10% Profit after tax)	935.907.539
5	**Lợi nhuận sau thuế còn lại (3-4)/ *Profit after tax remaining (3-4)***	**8.048.804.833**
6	Lợi nhuận năm trước còn lại/ *Remaining profit from previous year*	17.009.138.031
7	**Tổng lợi nhuận còn lại (5+6)/ *Total remaining profit (5+6)***	**25.057.942.864**
8	**Chi cổ tức cho cổ đông năm 2024 (13,5%)/ *Dividend payment to shareholders in 2024 (13,5%)***	**24.449.566.500**
9	**Lợi nhuận còn lại (7-8)/ *Remaining profit (7-8)***	**608.376.364**

Trân trọng kính trình Đại hội đồng cổ đông thông qua./ *Respectfully submitted to the General Meeting of Shareholders for approval.*

TM. HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH

O/B. BOARD OF DIRECTORS

CHAIRMAN

Nơi nhận:/ *Recipients:*
- *Như trên/ As above*
- *Lưu VT, HĐQT/ Archive: Files, BOD*

M.S.D.N: 1800432306 - C.T.C.P - CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX) - Q. Ô MÔN - TP. CẦN THƠ

NGUYỄN CHÍ THẢO

CTY CP XNK TS CẦN THƠ (CASEAMEX) ***CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY*** *(CASEAMEX)* ----------	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** Độc lập – Tự do – Hạnh phúc ***THE SOCIALIST REPUBLIC OF VIETNAM*** *Independence - Freedom – Happiness* ----------
Số/ No.: 48../TT-HĐQT.2025	*Cần thơ, ngày 03 tháng 06 năm 2025* *Can Tho, day 03 month 06 year 2025*

TỜ TRÌNH/ *PROPOSAL*

V/v Kế hoạch lợi nhuận năm 2025/Re: 2025 Profit plans

KÍNH GỞI : QUÝ CỔ ĐÔNG CÔNG TY CP XNK THỦY SẢN CẦN THƠ.

TO: SHAREHOLDERS OF CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY.

- *Căn cứ vào Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng Hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 17/06/2020;/ Pursuant to the Enterprise Law No. 59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Căn cứ vào Luật chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng Hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 26/11/2019;/ Pursuant to the Law on Securities No. 54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán;/ 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;*
- *Căn cứ vào Điều lệ tổ chức và hoạt động Công ty Cổ phần XNK Thủy sản Cần Thơ;/ Pursuant to the Charter on the organization and operation of Can Tho Import Export Seafood Joint Stock Company;*
- *Căn cứ vào tình hình kinh doanh năm 2024 và dự báo sản xuất kinh doanh năm 2025/ Pursuant to the business situation in 2024 and the business production forecast for 2025*

Hội đồng quản trị Công ty Cổ phần Xuất nhập khẩu Thuỷ sản Cần Thơ kính trình Đại hội đồng cổ đông thông qua kế hoạch lợi nhuận năm 2025 như sau:/ *The Board of Directors of Can Tho Import Export Seafood Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the profit plan for 2025 as follows:*

STT/*No.*	KHOẢN MỤC/ *ITEMS*	Đơn vị tính (đồng)/ *Unit (dong)*
1	**Lợi nhuận trước thuế năm 2025/ *Profit before tax in 2025***	**35.000.000.000**
2	Thuế TNDN phải nộp / *Corporate income tax payable*	5.250.000.000
3	**Lợi nhuận sau thuế (1- 2)/ *Profit after tax (1-2)***	**29.750.000.000**
4	**Tổng mức trích lập các Quỹ/ *Total appropriation to funds***	**2.975.000.000**
	Quỹ khen thưởng phúc lợi 10%/ Bonus and welfare fund 10%	2.975.000.000
5	**Lợi nhuận sau thuế còn lại năm 2025 (3-4)/ *Profit after tax remaining in 2025***	**26.775.000.000**
6	Lợi nhuận năm 2024 còn lại/ *Remaining profit in 2024*	608.376.364
7	**Tổng lợi nhuận năm 2025 (5+6)/ *Total profit in 2025***	**27.383.376.364**
8	Tổng số cổ phiếu dự kiến sau khi hoàn thành việc phát hành cổ phiếu tăng vốn cổ phần từ nguồn vốn chủ sở hữu /Total number of shares expected after completion of the stock issuance for charter capital increase from owners' equity	21.732.948
9	Cổ tức dự kiến/ *Proposed dividend*	1.260

Trân trọng kính trình Đại hội đồng cổ đông thông qua./ *Respectfully submitted to the General Meeting of Shareholders for approval.*

Nơi nhận:/ Recipients:

- Như trên/ As above

- Lưu HĐQT/ Archive: BOD

TM. HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH

O/B. BOARD OF DIRECTORS

CHAIRMAN

CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)

NGUYỄN CHÍ THẢO

CTY CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Số/ No, : 49./TT-HĐQT.2025

Cần thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ *PROPOSAL*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/ *THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025*
V/v. Thù lao HĐQT và BKS năm 2024
Kế hoạch thù lao HĐQT, BKS năm 2025 /
Re: The Report on Remuneration for the Board of Directors, Board of Supervisors in 2024
The Remuneration plan for the Board of Directors, Board of Supervisors in 2025

- Căn cứ Nghị Quyết Đại hội đồng cổ đông năm 2024 về mức thù lao HĐQT, và BKS cho năm 2024. Hội đồng quản trị Công ty Cổ phần Xuất nhập khẩu Thủy sản Cần Thơ kính trình Đại hội đồng cổ đông thông qua chi phí thù lao năm 2024 và đề xuất mức thù lao cho các thành viên Hội đồng quản trị và Ban kiểm soát của Công ty trong năm 2025 như sau:/ *Pursuant to the Resolution of the 2024 General Meeting of Shareholders regarding the remuneration level for the Board of Directors (BOD) and the Board of Supervisors (BOS) for 2024. The Board of Directors of Can Tho Seafood Import Export Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the 2024 remuneration expenses and proposes the remuneration level for members of the Company's Board of Directors and Board of Supervisors in 2025 as follows:*

I. Thù lao HĐQT và BKS năm 2024:/ *Remuneration for BOD and BOS in 2024:*

1. Thù lao Hội đồng quản trị :/ *Remuneration for the Board of Directors:*

- Tổng số thành viên HĐQT : 05 thành viên/
  Total number of BOD members : 05 members
- Tổng số thành viên nhận thù lao : 05 thành viên/
  Total number of members receiving remuneration : 05 members
- Chủ tịch HĐQT (01) : 10.000.000 đ/tháng/
  Chairman of the BOD (01) : 10.000.000 VND/month
- Phó CT HĐQT (01) : 8.000.000 đ/tháng /
  Vice Chairman of the BOD (01) : 8.000.000 VND/month
- Thành viên (03) : 6.000.000 đ/tháng /
  Members of the Board (03) : 6.000.000 VND/month

Tổng thù lao HĐQT 2024 **: 432.000.000 đồng/năm/**

Total BOD remuneration 2024 ***: 432.000.000 VND/year***

2. Thù lao Ban kiểm soát :/ ***Remuneration for the Board of Supervisors:***

- Tổng số thành viên BKS : 03 thành viên/

  Total number of BOS members : 03 members

- Tổng số thành viên nhận thù lao : 03 thành viên/

  Total number of members receiving remuneration : 03 members

- Thù lao mỗi thành viên : 5.000.000 đ/tháng./

  Remuneration per member : 5.000.000 VND/month.

Tổng thù lao BKS năm 2024 **: 180.000.000 đồng/năm/**

Total BOS remuneration 2024 ***: 180.000.000 VND/year***

II. **Kế hoạch thù lao HĐQT và BKS năm 2025:/** ***Remuneration plan for BOD and BOS in 2025:***

1. **Thù lao Hội đồng quản trị :/** ***Remuneration for the Board of Directors:***

- Tổng số thành viên HĐQT : 07 thành viên/

  Total number of BOD members : 07 members.

- Tổng số thành viên nhận thù lao : 07 thành viên/

  Total number of members receiving remuneration : 07 members

- Chủ tịch HĐQT (01) : 10.000.000 đ/tháng/

  Chairman of the BOD (01) : 10.000.000 VND/month

- Phó CT HĐQT (01) : 8.000.000 đ/tháng/

  Vice Chairman of the BOD (01) : 8.000.000 VND/month

- Thành viên (05) : 6.000.000 đ/tháng/

  Members of the Board (05) : 6.000.000 VND/month

Tổng thù lao HĐQT 2025 **: 576.000.000 đồng/năm/**

Total BOD remuneration 2025 ***: 576.000.000 VND/year***

2. Thù lao Ban kiểm soát :/ ***Remuneration for the Board of Supervisors:***

- Tổng số thành viên BKS : 03 thành viên/

  Total number of BOS members : 03 members

- Tổng số thành viên nhận thù lao : 03 thành viên/

  Total number of members receiving remuneration : 03 members

- Thù lao mỗi thành viên : 5.000.000 đồng/tháng/

  Remuneration per member : 5.000.000 VND/month

Tổng thù lao BKS năm 2025 : **180.000.000 đồng /năm/**

Total BOS remuneration 2025 : ***180.000.000 VND/year***

Hội đồng quản trị kính đề nghị Đại hội đồng cổ đông chấp thuận thông qua thù lao hoạt động của HĐQT và Ban kiểm soát như trên./ *The Board of Directors respectfully submits the General Meeting of Shareholders to approve the remuneration for the BOD and BOS as stated above.*

Trân trọng!/ *Sincerely!*

TM.HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH

O/B. BOARD OF DIRECTORS

CHAIRMAN

Nơi nhận:/ *Recipients:*

- *Như trên/ As above*
- *Lưu HĐQT/ Archive: BOD*

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Q. Ô MÔN - TP. CẦN THƠ

NGUYỄN CHÍ THẢO

CTY CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.: 50./TT-BKS.2025

Cần Thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ PROPOSAL
(LỰA CHỌN ĐƠN VỊ KIỂM TOÁN ĐỘC LẬP NĂM 2025)
(RE: THE SELECTION OF AUDIT FIRMS FY2025)

- *Căn cứ vào Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng Hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 17/06/2020:/ Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Căn cứ vào Luật chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng Hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 26/11/2019; Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán:/ Pursuant to Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*
- *Căn cứ vào Điều lệ tổ chức và hoạt động của Công ty:/ Pursuant to the Company's Charter of Organization and Operation;*

Việc lựa chọn Công ty kiểm toán của Công ty cổ phần Xuất nhập khẩu Thuỷ Sản Cần Thơ (CASEAMEX) phải thỏa mãn các điều kiện sau :/ *The selection of an auditing firm by Can Tho Import Export Seafood Joint Stock Company (CASEAMEX) must satisfy the following conditions:*

- Được UBCKNN chấp thuận kiểm toán cho các tổ chức phát hành, tổ chức niêm yết và tổ chức kinh doanh chứng khoán./ *Approved by the State Securities Commission to audit issuers, listed organizations, and securities trading organizations.*
- Có danh tiếng và uy tín để tăng cường mức độ tin nhiệm và tin tưởng đối với người đọc báo cáo tài chính của Công ty đặc biệt đối với các đối tác là tổ chức trong và ngoài nước./ *Has a good reputation and credibility to enhance the level of trust and confidence for readers of the Company's financial statements, especially for domestic and foreign institutional partners.*
- Do ĐHDCĐ chọn lựa ngay tại ĐHĐCĐ thường niên./ *Selected by the General Meeting of Shareholders at the annual General Meeting of Shareholders.*
- Chi phí kiểm toán hợp lý./ *Reasonable audit fees.*

Ban kiểm soát kính trình Đại hội đồng cổ đông xem xét thông qua danh sách các đơn vị kiểm toán và ủy quyền cho HĐQT chọn một trong các công ty kiểm toán độc lập dưới đây để thực hiện việc kiểm toán báo cáo tài chính năm 2025 cho Công ty theo quy định của pháp luật:/ *The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval the list of auditing firms and authorizes the Board of Directors to select one of the independent auditing firms below to audit the Company's 2025 financial statements in accordance with legal regulations:*

1. Công ty TNHH kiểm toán và Dịch vụ tin học Moore AISC (Moore AISC)
   Số 389A Điện Biên Phủ, phường 4, Quận 3, TP.HCM /
   Moore AISC Auditing and Informatics Services Co., Ltd. (Moore AISC)
   389A Dien Bien Phu, Ward 4, District 3, HCMC
2. Công ty TNHH Kiểm Toán Và Tư Vấn A&C
   Số 15, 13 Võ Nguyên Giáp, Q. Cái Răng, TP. Cần Thơ /
   A&C Auditing and Consulting Co., Ltd.
   15, 13 Vo Nguyen Giap, Cai Rang District, Can Tho City
3. Công ty TNHH Kiểm Toán và định giá quốc tế (IAV)
   LK 21, Khu nhà ở Bắc Hà, phường Mộ Lao, quận Hà Đông, Tp. Hà Nội /
   International Auditing and Valuation Co., Ltd. (IAV)
   LK 21, Bac Ha Residential Area, Mo Lao Ward, Ha Dong District, Hanoi City

Kính trình Đại hội đồng cổ đông xem xét và thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

TM. BAN KIỂM SOÁT
TRƯỞNG BAN KIỂM SOÁT /
O/B. BOARD OF SUPERVISORS
HEAD OF THE BOARD

LÝ QUỐC TUẤN

Nơi nhận:/ Recipients
- *Như trên:/ As above*
- *Lưu HĐQT.BKS./ Archive: BOD, BOS.*

CTY CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Số/ No. : 61./TT-HĐQT.2025

Cần thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ *PROPOSAL*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

V/v Thông qua Điều lệ tổ chức và hoạt động của Công ty Cổ phần Xuất Nhập Khẩu Thủy Sản Cần Thơ/
Re: Approval of the Charter of Organization and Operation of Can Tho Import Export Seafood Joint Stock Company

Căn cứ:/ Pursuant to:

- *Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 6 năm 2020;/ Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;*
- *Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019;/ Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- *Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán./ Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.*
- *Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của chính phủ quy định chi tiết thi hành một số điều của luật chứng khoán;/ Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;/*

Hiện nay, Điều lệ Công ty được căn cứ theo quy định của Luật Doanh nghiệp năm 2005, do đó không còn phù hợp theo quy định pháp luật hiện hành./ *Currently, the Company's Charter is pursuant to the provisions of the Law on Enterprises 2005, and therefore is no longer consistent with current legal regulations.*

Căn cứ Điều lệ mẫu được ban hành kèm theo Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính, để đảm bảo tính cập nhật và chuẩn hóa Điều lệ theo quy định, Hội đồng Quản trị kính trình Đại hội đồng cổ đông xem xét, thông qua toàn văn bản Điều lệ Công ty được đính kèm Tờ trình này và ủy quyền cho người đại diện theo pháp luật Công ty ký ban hành Điều lệ sau khi đã được ĐHĐCĐ thông qua./ *Pursuant to the Model Charter issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 by the Ministry of Finance, in order to ensure that the Company's Charter is updated and standardized in accordance with current regulations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the full text of the Company Charter attached to this submission, and proposes to authorize the Company's legal representative to officially issue the Charter after it is approved by the General Meeting of Shareholders.*

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

Tài liệu đính kèm:/ Attachments:
- Điều lệ Công ty./ Company Charter

Nơi nhận:/ Recipients:
- Như trên./ As above;
- Lưu VP. HĐQT./ Archive: BOD office.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
O/B. BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Ô MÔN - TP. CẦN THƠ

NGUYỄN CHÍ THẢO

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

CHARTER

CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

Can Tho, day 28 month 06 year 2025

TABLE OF CONTENTS

I. DEFINITIONS **4**
Article 1. Definitions 4
II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVES OF THE COMPANY **5**
Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company 5
Article 3. The Company's legal representatives 5
III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY **6**
Article 4. Targets of the Company 6
Article 5. Scope of business and operation of the Company 8
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS **9**
Article 6. Charter capital, shares, founding shareholders 9
Article 7. Share certificates 9
Article 8. Other securities certificates 10
Article 9. Transfer of shares 10
Article 10. Withdrawal of shares (upon enterprise registration) 10
V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL **11**
Article 11. Organizational structure, administration and control 11
VI. SHAREHOLDERS AND GMS **11**
Article 12. Rights of shareholders 11
Article 13. Obligations of shareholders 13
Article 14. General Meeting of Shareholders (GMS) 13
Article 15. Rights and obligations of the GMS 15
Article 16. Authorizing participation in GMS 16
Article 17. Changes of rights 17
Article 18. Convening, agenda and invitations to the GMS 17
Article 19. Conditions for opening the GMS 19
Article 20. Procedures for carrying out and voting at the GMS 19
Article 21. Conditions for ratification of resolutions of the GMS 21
Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the GMS 21
Article 23. Resolutions and minutes of meetings of the GMS 23
Article 24. Requesting cancellation of a resolution of the GMS 24

Article 25. Nomination and self-nomination of members of the Board of Directors 24
Article 26. Term of office and composition of the Board of Directors 26
Article 27. Rights and obligations of the Board of Directors 26
Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors 28
Article 29. President of the Board of Directors 28
Article 30. Meetings of the Board of Directors 29
Article 31. Subcommittees of the Board of Directors 30
Article 32. Person in charge of company administration 31
VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES 31
Article 33. Organization of the management apparatus 31
Article 34. The Company's executives 32
Article 35. Designation, dismissal, duties and entitlements of the General Director 32
IX. THE BOARD OF SUPERVISORS 33
Article 36. Nomination and self-nomination of members of the Board of Supervisors (Supervisors) 33
Article 37. Composition of the Board of Supervisors 33
Article 38. Head of Board of Supervisors 34
Article 39. Rights and obligations of the Audit Committee 34
Article 40. Meetings of the Board of Supervisors 35
Article 41. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors 35
X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES 35
Article 42. Responsibility for honesty and prevention of conflict of interest 36
Article 43. Responsibility for damage and compensation 37
XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS 37
Article 44. Rights to access the Company's documents and records 37
XII. EMPLOYEES AND TRADE UNION 38
Article 50. Employees and Trade Union 38
XIII. DISTRIBUTION OF PROFITS 38
Article 51. Distribution of profits 38
XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING 38
Article 47. Bank accounts 39
Article 48. Fiscal year 39

Article 49. Accounting 39

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE 39

Article 50. Annual, half-year and quarterly financial statements 39

Article 51. Annual reports 39

XVI. AUDIT 40

Article 57. Audit 40

XVII. THE COMPANY'S SEALS 40

Article 53. The Company's seals 40

XVIII. DISSOLUTION OF THE COMPANY 40

Article 54. Dissolution of the Company 40

Article 55. Extension of operating period 40

Article 56. Liquidation 41

XIX. SETTLEMENT OF INTERNAL DISPUTES 41

Article 57. Settlement of internal disputes 41

XX. REVISING THE COMPANY'S CHARTER 42

Article 58. The Company's Charter 42

XXI. EFFECTIVE DATE 42

Article 59. Effective date 42

INTRODUCTION

This Charter was approved pursuant to Resolution No. ... of the 2025 Annual General Meeting of Shareholders dated ... [day] ... [month], 2025.

I. DEFINITIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:

a) "charter capital" means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;

b) "voting capital" means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;

c) "the Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) "the Law on Securities" means the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

dd) "Vietnam" means the Socialist Republic of Vietnam;

e) "establishment date" means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

g) "executives" include the Director/General Director, Deputy Director/Deputy General Director, chief accountant and other executives prescribed by the Company's Charter;

h) "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;

i) "related persons" are the organizations and individuals defined in 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) "major shareholder" is defined in Clause 18 Article 4 of the Law on Securities;

n) "operating period" is the period specified in Article 2 of this Charter and may be extended if approved by the GMS;

o) "Stock Exchanges" include Vietnam Exchange (VNX) and its subsidiary companies.

2. The references in this Charter also include their amendments or replacements.

3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVES 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: CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ
- Foreign language name: CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
- Abbreviation: CASEAMEX

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Address: Lot 2.12 Tra Noc II Industrial Zone, O Mon District Can Tho City.
- Phone number: (0292) 34844855 - 3842999
- Fax: (0292) 3841116
- E-mail: sales@caseamex.com.vn
- Website: www.caseamex.com.vn

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 54 or extends the operating period as prescribed in Article 55 of this Charter, the Company's operating period shall be indefinite.

Article 3. The Company's legal representatives

The Company has one (01) legal representative, who is the General Director.

The rights and obligations of the legal representative are stipulated in Article 12 and Article 13 of the Law on Enterprises.

III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Targets of the Company

1. The Company's business lines:

No	Industry Code	Business lines and Sectors
1.	0146	Poultry Farming
2.	0321	Marine Aquaculture *Details: Marine aquaculture; Production of marine aquatic species*
3.	0322	Inland Aquaculture *Details: Inland aquaculture; Production of inland aquatic species*
4.	1010	Meat Processing and Preservation
5.	**1020 (Main Activity)**	**Seafood Processing and Preservation**
6.	1030	Fruit and Vegetable Processing and Preservation
7.	1040	Production of Animal and Vegetable Oils and Fats
8.	1075	Production of Ready-to-Eat Meals and Processed Foods
9.	1079	Production of Other Foods Not Classified Elsewhere
10.	1080	Production of Animal Feed, Poultry Feed, and Aquatic Feed
11.	3511	Electricity Generation
12.	3830	Recycling of Waste Materials *Details: Production of fish meal, fish oil, and fish fats from waste and by-products in the seafood industry*
13.	4221	Electric Power Construction
14.	4321	Electrical Installation *Details: Industrial and residential electrical installation, solar energy systems, wind energy, renewable energy, public lighting systems, electrical signals, street lighting, fire protection systems, lightning protection, anti-theft, CCTV, audio systems, lighting, and other electrical systems installation*
15.	4620	Wholesale of Raw Agricultural Products (excluding wood, bamboo, and rattan) and Live Animals *Details: Wholesale and import-export of animal feed, feed ingredients for livestock, poultry, seafood, fish meal, fish oil, and raw agricultural products* ***(excluding the wholesale of goods on the list of items for which foreign***

No	Industry Code	Business lines and Sectors
		investors or foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute, such as: tobacco and cigars; books, newspapers, and magazines; recorded video materials; precious metals and gemstones; pharmaceuticals; explosives; crude oil and processed oil; rice; cane sugar and beet sugar.)
16.	4632	Wholesale of Food Products *Details: Wholesale and import-export of seafood, fresh, frozen, and processed fruits and vegetables, meat and meat products, animal fats, and other food products* ***(excluding the wholesale of goods on the list of items for which foreign investors or foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute, such as: tobacco and cigars; books, newspapers, and magazines; recorded video materials; precious metals and gemstones; pharmaceuticals; explosives; crude oil and processed oil; rice; cane sugar and beet sugar.)***
17.	4659	Wholesale of Other Machinery, Equipment, and Spare Parts *Details: Wholesale of electrical machinery, electrical materials (generators, motors, electrical cables, and other devices for electrical circuits), machinery for solar, wind, and renewable energy systems, and other machinery and spare parts* ***(excluding the wholesale of goods on the list of items for which foreign investors or foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute, such as: tobacco and cigars; books, newspapers, and magazines; recorded video materials; precious metals and gemstones; pharmaceuticals; explosives; crude oil and processed oil; rice; cane sugar and beet sugar.)***
18.	4669	Wholesale of Other Specialized Products Not Classified Elsewhere *Details: Trading of seafood waste and by-products; Trading of supplies, equipment, and tools for livestock farming and aquaculture* ***(excluding the wholesale of goods on the list of items for which foreign investors or foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute, such as: tobacco and cigars; books, newspapers, and magazines; recorded video materials; precious metals and gemstones; pharmaceuticals; explosives; crude oil and processed oil; rice; cane sugar and beet sugar.)***
19.	4933	Road Freight Transport *Details: Transportation of goods by conventional trucks, specialized vehicles, and container trucks.*
20.	5022	Inland Waterway Freight Transport
21.	5210	Warehousing and Storage

No	Industry Code	Business lines and Sectors
		Details: Cold storage leasing for agricultural, seafood, and food preservation
22.	5510	Short-term Accommodation Services
23.	5610	Restaurants and Mobile Food Services
24.	5621	Provision of Catering Services under Contract with Irregular Customers
25.	5629	Other Catering Services
26.	6810	Real Estate Business, Ownership, or Rental Rights of Land and Property *Details: Real estate business, land usage rights ownership or lease; Leasing of houses, offices, premises, warehouses, factories, docks; Leasing and management of residential and non-residential properties; Investment and business in hospitals, schools, houses, residential areas, commercial areas, resorts, tourist sites, entertainment centers, sports facilities, markets, hotels, restaurants, nursing homes* ***(excluding real estate business in the field of investment in cemetery infrastructure development for transfer of land use rights associated with infrastructure)***
27.	7490	Other Professional, Scientific, and Technical Activities Not Classified Elsewhere *Details: - Technical consulting for aquaculture - Consulting, application, and technology transfer activities; - Commercial brokerage activities; - Consulting on the use of electrical sources, electrical connection projects*
28.	7710	Motor Vehicle Leasing

2. The Company's operating targets:

The operational objectives of the Company are to develop and expand business activities within the scope stipulated by the Enterprise Registration Certificate and this Charter to achieve the objective of maximizing profits; create stable jobs for employees; increasing dividends for shareholders; contributing to the State budget; ensuring a harmonious balance of interests for the State, the Company, and the shareholders.

Depending on the development and expansion of business activities, and based on the unified agreement of the General Meeting of Shareholders regarding the development orientation, the Company will implement other objectives related to its industry, profession, and specialized fields. For objectives that require approval from State authorities, the Company shall only implement them after obtaining approval and authorization from the competent State authorities.

Article 5. Scope of business and operation of the Company

The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the

National Enterprise Registration Portal. For conditional business lines, the conditions specified in the Law on Investment and relevant laws must be fulfilled.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is 150,923,260,000 VND (in words: one hundred fifty billion, nine hundred twenty-three million, two hundred sixty thousand Vietnamese Dong).

The Company's Charter capital is divided into 15,092,326 shares with a nominal value of 10,000 VND/share.

2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.

6. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.

7. The Company may issues other types of shares as prescribed by law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within 30 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 30 days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. 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.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. 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 10. Withdrawal of shares (upon business registration)

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least 07 days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

Organizational structure, administration and control of the Company include:

1. The GMS.

2. The Board of Directors.

3. Board of Supervisors.

4. General Director.

VI. SHAREHOLDERS AND GMS

Article 12. 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;

dd) Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;

e) Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;

g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;

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;

k) Access to periodic and extraordinary information disclosed by the Company as prescribed by law;

l) 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;

m) Other rights prescribed by law and the Company's Charter.

2. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:

a) Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;

c) Request the Board of Supervisors 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. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

dd) Other rights prescribed by law and the Company's Charter.

3. The shareholder or group of shareholders that holds at least 10% of total ordinary is entitled to nominate candidates to the Board of Directors and the Board of Supervisors. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors and the Board of Supervisors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidat

es shall be nominated by Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.

2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. 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;

7. 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.

8. Fulfill other obligations prescribed by applicable regulations of law.

Article 14. General Meeting of Shareholders (GMS)

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 additional to annual GMS. The location of GMS is where the chairman 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 representative 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 Supervisors 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 115 of the Law on Enterprises; 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 Supervisors;

dd) Other cases prescribed by law and this Charter.

4. Convening the extraordinary GMS

a) The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

b) In case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Board of Supervisors shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.

d) The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises;

Article 15. 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 Board of Supervisors;

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

dd) Decide revisions to the Company's Charter;

e) Approve annual financial statements;

g) Decide repurchase of over 10% of shares of each type;

h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;

i) Decide re-organization and dissolution of the Company;

k) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

l) Approve internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;

m) 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;

n) Other rights and obligations prescribed by law.

2. The GMS shall discuss and approve the following issues:

a) The Company's annual business plan;

b) The audited annual financial statement;

c) The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;

d) The report of the Board of Supervisors on the Company's business performance, performance of the Board of Directors, the General Director;

dd) The self-assessment report on performance of the Board of Supervisors and its members;

e) Dividend per share of each type;

g) The quantity of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal and discharge of members of the Board of Directors and members of the Board of Supervisors;

i) The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

k) Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

l) Revisions to the Company's Charter;

m) Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;

n) Division, consolidation, merger or conversion of the Company;

o) Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) Investment in or sale of assets that are worth at least [35%] of the total assets written the Company's latest financial statemen;

q) Repurchase of over 10% of shares of each type;

r) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;

s) Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

t) Internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;

u) 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 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are organizations 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 3 Article 144 of the Law on Enterprises.

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 17. 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 19, 20 and 21 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 18. 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 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

a) Compile 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;

dd) Determine the meeting time and location;

e) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;

g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by express 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 Supervisors (in case of election thereof);

c) Votes;

d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 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 03 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.

Article 19. 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.

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. 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 20. 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 chairman right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chairman. The number of members of the vote counting board shall be decided by the GMS at the request of the chairman;

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 chairman 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 chairman, 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 chairman under the majority rule. In case a chairman cannot be elected, the Head of Board of Supervisors shall preside over the election of the chairman 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 chairman by the GMS. The person who receives the most votes shall chair the meeting;

c) The chairman 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 chairman.

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 chairman 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.

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 chairman 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 chairman's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chairman 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 chairman delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chairman, 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 21. Conditions for ratification of resolutions of the GMS

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

a) Types of shares and quantity of each type;

b) Change of business lines;

c) Changes to the Company's organizational structure;

d) Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

dd)) Re-organization, dissolution of the Company;

2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

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, including the following cases:

- Amendments and supplements to the Company's Charter;

- Change of business lines;

- Changes to the Company's organizational structure;

- Types of shares and quantity of each type;

- Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

Cases in which shareholders' opinions cannot be collected in writing include:

- The Company's development orientations

- Elect, dismiss and discharge members of the Board of Directors and members of the Board of Supervisors;

- Re-organization and dissolution of the Company;

- Approve annual financial statements.

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 in accordance with Clause 3 Article 18 of this 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;

đ) 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 Supervisors 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;

dd) 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 chairman 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 chairman and secretaries. In case the chairman 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 chairman or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chairman 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

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 115 of the Law on Enterprises 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:

1. 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 3 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

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 Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company 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) Qualifications;

c) Work experience;

d) Other managerial positions (including positions in the Board of Directors of other companies);

dd) Interests relevant to the Company and the Company's related parties;

e) Other information (if any) specified in the Company's Charter;

g) 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 shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter, specifically as follows:

- Shareholders or groups of shareholders holding from 10% to less than 20% of the total ordinary shares may nominate one (1) candidate;

- Shareholders or groups of shareholders holding from 20% to less than 30% of the total ordinary shares may nominate two (2) candidates;

- Shareholders or groups of shareholders holding from 30% to less than 50% of the total ordinary shares may nominate three (3) candidates;

- Shareholders or groups of shareholders holding from 50% to less than 65% of the total ordinary shares may nominate four (4) candidates;

- Shareholders or groups of shareholders holding 65% or more of the total ordinary shares may nominate the full number of candidates.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The Board of Directors has seven (7) members;

2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of 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 end 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 Company shall be non-executive members. The Company 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.

In the case where the Company has listed its shares, the total number of independent members of the Board of Directors must comply with the following regulations:

a) At least 01 independent member if the Board of Directors has 03 – 05 members;

b) At least 02 independent members if the Board of Directors has 06 – 08 members;

c) At least 03 independent members if the Board of Directors has 09 – 11 members.

4. A member of the Board of Directors loses 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.

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 are not necessarily 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 Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

a) Decide the strategy, medium-term development and annual business plans of the Company;

b) Propose types of authorized shares and quantity of each type;

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 Company;

dd) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;

g) Decide solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;

k) Supervise the Director/General Director and other managers operating everyday business of the Company;

l) Decide the organizational structure, rules and regulations of the Company, 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 audited annual financial statements to the GMS;

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

p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

s) 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 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 company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are 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 Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions 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 are 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 Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company'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 by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must 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; 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 process of implementation of resolutions and decisions of the Board of Directors;

dd) Chair the GMS;

e) Other rights and obligations prescribed by the Law on Enterprises and the Company'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 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 Company'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 after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

b) The meeting is requested by the Director/General Director or at least 05 more managers;

c) The meeting is requested by at least 02 members of the Board of Directors;

d) Other cases prescribed by the Company's Charter.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

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 03 working days before the meeting. The invitation shall

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 may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

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 Supervisors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) 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 is 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;

đ) Sends his/her votes using other means prescribed by the Company's Charter.

10. In case the votes are sent to the meeting by mail, they must 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 will 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 quantity of members of each subcommittee shall be decided by the Board of Directors with at least 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 make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

Article 32. Person in charge of company administration

1. The Board of Directors of the Company shall appoint 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 must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

3. The person in charge of company administration has the following rights and obligations:

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the GMS as requested by the Board of Directors or the Board of Supervisors;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

dd) 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 Supervisors;

g) Supervise and report to the Board of Directors on the Company's information disclosure;

h) Assist in contact between parties with relevant interests;

i) Protect confidentiality of in accordance with regulations of law and the Company's Charter;

k) Other rights and obligations prescribed by law and the Company's Charter.

VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The

Company has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. The Company's executives

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives prescribed by the Company's Charter;

2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational 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 Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company'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 01 member of the Board of Directors or hires a person as the General Director.

2. The General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is 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 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment plans;

d) Propose organizational structure and internal administration regulations of the Company;

dd) To appoint, dismiss, and remove managerial positions within the Company, except for those positions under the authority of the Board of Directors;

e) Designate, dismiss and discharge managerial positions in the Company, except for those within the jurisdiction of the Board of Directors;

g) Recruit employees;:

h) Propose dividend payment plan or business loss settlement;

i) Other rights and obligations prescribed by law and the Company's Charter, resolutions and decisions of the Board of Directors.

5. 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 right to vote and participate in the meeting, and designate a new General Director.

IX. THE BOARD OF SUPERVISORS

Article 36. Nomination and self-nomination of members of the Board of Supervisors (Supervisors)

1. The nomination and self-nomination of members of the Board of Supervisors shall comply with Clause 1 and Clause 2 Article 25 of this Decree.

2. In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the company's Charter, the Internal Corporate Governance Regulations, and the Board of Supervisors' Operating Regulations. This must be announced before the GMS starts to vote for members of the Board of Supervisors as prescribed by law.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors has three members (03 members). The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.

2. Members of the Board of Supervisors shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter and shall not:

a) Work in the Company's accounting or finance department;

b) Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.

3. A member of the Board of Supervisors will be dismissed in the following cases:

a) He/she no longer fully satisfies the requirements specified 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.

4. A member of the Board of Supervisors 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 06 consecutive months, except in force majeure events;

c) He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter.

d) Other cases specified in the resolution of the GMS.

Article 38. Head of Board of Supervisors

1. The Head of Board of Supervisors shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. The Head of Board of Supervisors 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 Head of Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the GMS.

Article 39. Rights and obligations of the Audit Committee

In addition to the rights and obligations in Article 170 of the Law on Enterprises and the Company's Charter, the Board of Supervisors also has the following rights and obligations:

1. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.

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 Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

6. Formulate the Regulations on Operation of the Board of Supervisors 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. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

9. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation.

10. Other rights and obligations prescribed by law and this Charter.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

2. The Board of Supervisors is 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 Supervisors

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

1. Members of the Board of Supervisors 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 Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

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

Article 42. Responsibility for honesty and prevention of conflict of interest

1. Member of the Board of Directors, members of the Board of Supervisors, General Director and other managers 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 Supervisors, the General Director, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the 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 must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 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 Supervisors, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

b) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 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 Supervisors, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

Article 43. Responsibility for damage and compensation

1. Any members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company 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 Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability.

XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS

Article 44. Rights to access the Company's documents and records

1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific:

a) Ordinary shareholders are 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 Company's Charter, minutes and resolutions of the GMS;

b) The shareholder or group of shareholders that hold at least 05% of ordinary is 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 Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company'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 Supervisors, the General Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.

4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assts, 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 Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

5. The Company's Charter shall be posted on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 50. Employees and Trade Union

1. 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.

2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 51. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.

2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

3. 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.

4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company 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 Company is not responsible if a shareholder does not receive money after the Company 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 VSDC.

5. Pursuant to 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 are entitled to receive dividends in cash or shares, notice and other documents.

6. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 47. Bank accounts

1. The Company 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 Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 1 every year and ends on December 31 every year. The first fiscal year begins on the date of issuance of the Certificate of Enterprise Registration and ends on December 31 of the year immediately following the issuance of that certificate.

Article 49. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company'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 able to prove and explain the Company's transactions.

3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50. Annual, half-year and quarterly financial statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company 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 Company's operation.

3. The Company 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 51. Annual reports

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

XVI. AUDIT

Article 57. Audit

1. The GMS shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. Independent auditors that audit the Company's financial statements are 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 Company's financial statements.

XVII. THE COMPANY'S SEALS

Article 53. 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 Company, its branches and representative offices (if any).

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

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company can be dissolved in the following cases:

a) The operating period specified in the Company's Charter expires without a decision on extension;

b) The dissolution is decided under a resolution or decision of the GMS;

c) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;

d) Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 55. Extension of operating period

1. The Board of Directors shall convene the GMS at least 7 months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors.

2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.

Article 56. Liquidation

1. At least 06 months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the Board of Directors from 01 independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.

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 Company 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 bargaining agreement and employment contracts;

c) Tax debts;

d) Other debts of the Company;

đ) 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.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:

a) The shareholders and the Company;

b) The shareholders and the Board of Directors, the Board of Supervisors, 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 30 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 is entitled to request the Board of Directors to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within 06 weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XX. REVISING THE COMPANY'S CHARTER

Article 58. The Company's Charter

1. Revisions to this Charter are subject to approval by the GMS.

2. In case regulations of law that are relevant to the Company'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 Company's operation.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 sections and 59 articles, unanimously approved by the General Meeting of Shareholders of Can Tho Import Export Seafood Joint Stock Company on 28 June, 2025, at the Annual General Meeting of Shareholders in 2025, and jointly approved for full effectiveness.

2. This Charter shall be made into 10 copies with equal value and retained at the Company's headquarters.

3. This is the only and official Charter of the Company.

4. Copies and extracts of this Charter shall be effective when they bear the signature of the President of the Board of Directors or at least half of the members of the Board of Directors.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR

M.S.D.N: 1800632306 - C.T.C.P - CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX) - Q. Ô MÔN - TP. CẦN THƠ

Võ Đông Đức

CTY CP XNK TS CẦN THƠ (CASEAMEX) ***CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY*** *(CASEAMEX)*	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** Độc lập – Tự do – Hạnh phúc ***THE SOCIALIST REPUBLIC OF VIETNAM*** *Independence - Freedom – Happiness*
Số/ No. : 52/TT-HĐQT.2025	*Cần thơ, ngày 03 tháng 06 năm 2025* *Can Tho, day 03 month 06 year 2025*

TỜ TRÌNH/ *PROPOSAL*

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/ THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2025

V/v Thông qua Quy chế nội bộ về quản trị của CTCP Xuất Nhập Khẩu Thủy Sản Cần Thơ /

Re: Approval of the Internal Governance Regulations of Can Tho Import Export Seafood Joint Stock Company

Căn cứ:/ Pursuant to:

- *Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 6 năm 2020:/ Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;*
- *Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019:/ Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- *Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán./ Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.*
- *Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của chính phủ quy định chi tiết thi hành một số điều của luật chứng khoán:/ Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

Theo Khoản 20 Điều 310 Nghị định 155/2020/NĐ-CP quy định về việc công ty đại chúng có trách nhiệm phải xây dựng Quy chế nội bộ về quản trị công ty để trình ĐHĐCĐ thông qua. Căn cứ mẫu Quy chế nội bộ về quản trị công ty được ban hành kèm theo Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính, Hội đồng Quản trị Công ty đã

hoàn tất xây dựng nội dung bản Quy chế nội bộ về quản trị công ty và kính trình Đại hội đồng cổ đông thông qua toàn văn bản Quy chế nội bộ về quản trị công ty được đính kèm Tờ trình này./ *Pursuant to Clause 20, Article 310 of Decree 155/2020/ND-CP stipulating that public companies are responsible for developing Internal Corporate Governance Regulations to submit to the General Meeting of Shareholders for approval. Based on the Internal Corporate Governance Regulations form issued together with Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Company's Board of Directors has completed the content of the Internal Corporate Governance Regulations and respectfully submits the full text of the Internal Corporate Governance Regulations, which is attached to this Submission, to the General Meeting of Shareholders for approval.*

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

Tài liệu đính kèm:/ Attachments:
- Quy chế quản trị nội bộ./ Internal Governance Regulations

Nơi nhận:/ Recipients:
- Như trên:/ As above
- Lưu VP.HĐQT./ Archive: BOD office

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
O/B. BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Q. Ô MÔN - TP. CẦN THƠ

NGUYỄN CHÍ THẢO

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

THE INTERNAL GOVERNANCE REGULATIONS OF CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

Can Tho, day 28 month 06 year 2025

TABLE OF CONTENTS

CHAPTER 1:GENERAL PROVISIONS **4**
Article 1. Scope of regulation and subjects of application 4
Article 2. Terminology and abbreviations 4

CHAPTER 2:GENERAL MEETING OF SHAREHOLDERS **5**

Section 1.General provisions **5**
Article 3. Roles, rights, and obligations of the General Meeting of Shareholders 5

Section 2.Regulations on convening the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders **5**
Article 4. Authority to convene the General Meeting of Shareholders 5
Article 5. Preparation of the list of shareholders entitled to attend the Meeting 5
Article 6. Notification of record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders 5
Article 7. Notice of convening the General Meeting of Shareholders 5
Article 8. Agenda and matters to be approved at the General Meeting of Shareholders .. 6
Article 9. Authorization to attend the General Meeting of Shareholders 6
Article 10. Method of registration for attending the General Meeting of Shareholders ... 6
Article 11. Conditions for conducting the General Meeting of Shareholders 6
Article 12. Forms of adopting resolutions of the General Meeting of Shareholders 7
Article 13. Voting method, vote counting, and announcement of voting results 7
Article 14. Conditions for resolution adoption 8
Article 15. Method of objection to resolutions of the General Meeting of Shareholders . 8
Article 16. Preparation of meeting minutes and disclosure of resolutions of the General Meeting of Shareholders 8

Section 3.Regulations on collecting shareholders' opinions in writing **8**
Article 17. Cases where shareholders' opinions may or may not be collected in writing 8
Article 18. Procedures for the General Meeting of Shareholders to adopt a Resolution by written consultation 9

Section 4.Regulations on holding the General Meeting of Shareholders via online . 9
Article 19. Procedures for holding the General Meeting of Shareholders to adopt resolutions via online meetings or hybrid meetings (in-person combined with online) ... 9

CHAPTER 3:BOARD OF DIRECTORS **11**

Section 1.General Provisions **11**
Article 20. Role, rights, and obligations of the Board of Directors, responsibilities of Board Members 11
Article 21. Term and number of members of the Board of Directors 11
Article 22. Structure, standards, and conditions of Board Members 11

Section 2.Regulations on Nomination, Election, Removal, and Dismissal of Board Members 13
Article 23. Nomination and election of Board Members 13
Article 24. Method of electing Board Members 13
Article 25. Cases of removal, dismissal, and addition of Board Members 13
Article 26. Notification of the election, removal, and dismissal of Board Members 13
Article 27. Introduction of Board Member candidates 13
Article 28. Election, removal, and dismissal of the Chairman of the Board of Directors

.....14
Article 29. Remuneration and other benefits of Board Members 14

Section 3.Regulations regarding the meetings of the Board of Directors 14
Article 30. Procedures for organizing meetings of the Board of Directors 14
Article 31. Minutes and resolutions of Board of Directors' meetings.....16

Section 4.Sub-committees under the Board of Directors 17
Article 32. Sub-committees under the Board of Directors.....17

Section 5.Selection, appointment, dismissal of the corporate governance officer...17
Article 33. Requirements for the corporate governance officer.....17
Article 34. Appointment, dismissal, and notification of the corporate governance officer
.....17
Article 35. Rights and obligations of the corporate governance officer 18

CHAPTER 4:BOARD OF SUPERVISORS.....19

Section 1.General Provisions.....19
Article 36. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors 19
Article 37. Term, number, composition, and structure of the Board of Supervisors.....19
Article 38. Standards and conditions for members of the Board of Supervisors.....19

Section 2.Regulations on Nominations, Elections, Dismissals, and Removal of Members of the Board of Supervisors.....19
Article 39. Nominations and self-nominations for the Board of Supervisors.....19
Article 40. Election process for members of the Board of Supervisors.....20
Article 41. Cases of dismissal and removal of members of the Board of Supervisors...20
Article 42. Announcement of elections, dismissals, and removals of members of the Board of Supervisors.....20
Article 43. Salary and other benefits for members of the Board of Supervisors 20

CHAPTER 5:GENERAL DIRECTOR 21
Article 44. Role, responsibilities, rights, and obligations of the General Director.....21
Article 45. Term, standards, and conditions of the General Director 21
Article 46. Nomination, appointment, dismissal, and removal of the General Director.21
Article 47. Appointment and signing of employment contract with the General Director
.....22
Article 48. Dismissal and termination of employment contract with the General Director
.....22
Article 49. Notification of appointment, dismissal, signing and termination of employment contract with the General Director.....22
Article 50. Salary and other benefits of the General Director.....22

CHAPTER 6:OTHER ACTIVITIES.....24

Section 1.Regulations on Coordination between the Board of Directors, the Board of Supervisors, and the General Director 24
Article 51. Procedures for summoning, inviting meetings, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director 24
Article 52. Announcing resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director.....24
Article 53. Cases in which the General Director and the Board of Supervisors request to summon a meeting of the Board of Directors and issues requiring the Board of

Directors' opinion 24
Article 54. The General Director's reports to the Board of Directors on the execution of assigned duties and powers 25
Article 55. Review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director 25
Article 56. Matters the General Director must report, provide information on, and methods of notification to the Board of Directors and the Board of Supervisors 25
Article 57. Coordination of supervision, management, and oversight activities between the members of the Board of Directors, members of the Board of Supervisors, and the General Director based on their specific duties 26

Section 2.Annual evaluation regulations on commendation and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, and other company executives. 28
Article 58. Regulations on evaluating the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives 28
Article 59. Commendation 29
Article 60. Disciplinary actions 29

CHAPTER 7:AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATIONS AND EFFECTIVENESS 31
Article 61. Amendments and supplements to the internal corporate governance regulations 31
Article 62. Effective date 31

CHAPTER 1: GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This internal corporate governance Regulation stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, members of the Board of Supervisors, the General Director; and other activities in accordance with the Company's Charter and relevant laws and regulations. In case of any discrepancy between this Regulation and the Company's Charter, the provisions of the Company's Charter shall prevail.

2. Subjects of application: This Regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director, and related parties.

Article 2. Terminology and abbreviations

In this Regulation, the following terms shall be understood as follows:

1. *Enterprise Law* refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

2. *Law on Securities* refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

3. *Company Charter* refers to the Charter of Can Tho Import Export Seafood Joint Stock Company.

4. *Executives* refer to the General Director, Deputy General Directors, Chief Accountant, and other executives as defined in the Company Charter.

5. *Managers* refer to the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles as specified in the Company Charter.

6. *Related parties* refer to individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities.

7. *Shareholder* refers to any individual or organization that owns at least one share in the joint stock company.

8. *Major shareholder* refers to a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

9. *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

10. *Law* means all laws, ordinances, decrees, regulations, circulars, decisions, and other legal instruments issued by Vietnamese government agencies from time to time that are related to the Company's operations.

CHAPTER 2: GENERAL MEETING OF SHAREHOLDERS

Section 1. General provisions

Article 3. Roles, rights, and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Joint Stock Company.

2. The General Meeting of Shareholders shall have the rights and obligations as stipulated in Article 15 of the Company Charter.

Section 2. Regulations on convening the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

Article 4. Authority to convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders must be held annually within four (04) months from the end of the fiscal year. The Board of Directors may extend the deadline for the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year.

2. Authority to convene the Extraordinary General Meeting of Shareholders: As stipulated in Clause 4, Article 14 of the Company Charter.

Article 5. Preparation of the list of shareholders entitled to attend the Meeting

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no more than 10 days prior to the date of sending the invitation to the meeting.

2. The list must include the full name, contact address, nationality, and legal identification number of the shareholder if an individual; the name, enterprise code or legal identification number, and head office address if the shareholder is an organization; the number and types of shares held, and the shareholder registration number and date for each shareholder.

Article 6. Notification of record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders

The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date.

Article 7. Notice of convening the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send an invitation notice to all shareholders on the list of those entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is properly sent or dispatched). The invitation must include the name and address of the Company's head office, enterprise registration number, the name and contact address of the shareholder, the time and venue of the meeting, and other requirements for participants.

2. The invitation notice must be sent by a method that ensures it reaches the shareholder's contact address and must also be published on the Company's website.

3. The invitation notice must be accompanied by the following documents:

a. The meeting agenda and documents to be used during the meeting;

b. The list and detailed information of candidates in case of election of members of the Board of Directors or the Board of Supervisors;

c. Voting slips;

d. Draft resolutions for each issue on the meeting agenda.

4. If the Company has an official website, the documents accompanying the invitation notice specified in Clause 3 of this Article may be replaced by posting them on the website. In such case, the invitation notice must clearly indicate where and how to download these documents.

Article 8. Agenda and matters to be approved at the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare the meeting agenda and content.

2. A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of the Company Charter has the right to propose matters to be included in the meeting agenda. Proposals must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, number of each type of shares owned, and the matters proposed for inclusion in the meeting agenda.

3. The person convening the General Meeting of Shareholders has the right to reject such proposals as stipulated in Clause 2 of this Article if they fall under any of the cases specified in Clause 5, Article 18 of the Company Charter.

4. The convener must accept and include the proposal mentioned in Clause 2 in the tentative agenda and meeting content, except for the case specified in Clause 3. The proposal will be officially added to the agenda and meeting content if it is approved by the General Meeting of Shareholders.

Article 9. Authorization to attend the General Meeting of Shareholders

Authorization to attend the General Meeting of Shareholders shall be carried out in accordance with Article 16 of the Company Charter.

Article 10. Method of registration for attending the General Meeting of Shareholders

The method for registering attendance at the General Meeting of Shareholders shall comply with Clause 1, Article 20 of the Company Charter.

Article 11. Conditions for conducting the General Meeting of Shareholders

The conditions for conducting the General Meeting of Shareholders shall be as stipulated in Article 19 of the Company Charter.

Article 12. Forms of adopting resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting or by collecting written opinions.

2. Unless otherwise stipulated in the Company Charter, the following matters must be decided by voting at the General Meeting of Shareholders:

a. Amendments and supplements to the contents of the Company Charter;

b. The Company's development orientation;

c. Types and total number of shares of each type;

d. Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;

e. Decisions on investment or sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company, unless the Company Charter specifies a different ratio or value;

f. Approval of annual financial statements;

g. Reorganization or dissolution of the Company.

Article 13. Voting method, vote counting, and announcement of voting results

1. Voting method

a. The General Meeting of Shareholders shall discuss and vote on each item in the meeting agenda. Voting shall be conducted by raising voting cards, casting direct ballots, electronic voting, or other electronic forms.

b. Delegates shall vote Approve/Agree, Disapprove/Disagree, or No opinion on each matter by raising a voting card or selecting the respective option on the voting slip. The specific form of voting shall be regulated in the Working Regulations of the General Meeting of Shareholders.

2. The method of voting in elections shall be specified in the Regulations on nomination, candidacy, and election at the General Meeting of Shareholders, following these principles:

a. Elected candidates shall be determined based on the highest number of votes in descending order, starting from the candidate with the most votes until the required number of positions is filled.

b. If two or more candidates receive the same number of votes for the final position, a re-vote shall be conducted among those candidates.

c. If the number of elected members is insufficient in the first round of voting, additional voting shall be conducted until the required number of members is elected.

3. Vote counting shall be conducted by collecting ballots/cards/votes aprproving or agreeing with the resolution, then collecting ballots/votes disapproving or disagreeing, and finally compiling the results, including votes approve, disapprove, and no opinion.

4. Announcement of vote counting results: The vote counting results shall be announced by the chairperson before the meeting is adjourned.

Article 14. Conditions for resolution adoption

The conditions for a resolution of the General Meeting of Shareholders to be adopted shall comply with Article 21 of the Company Charter.

Article 15. Method of objection to resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or the vote counting minutes from the written opinion collection, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and issuing the resolution seriously violate the provisions of the Enterprise Law and the Company Charter, except as provided in Clause 3, Article 21 of the Company Charter.

2. The content of the resolution violates the law or the Company Charter.

Article 16. Preparation of meeting minutes and disclosure of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded, or stored in another electronic form. The minutes must be made in Vietnamese, and may also be made in a foreign language, containing the principal contents as prescribed in Clause 1, Article 23 of the Company Charter.

2. The minutes must be completed and adopted before the end of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of its contents.

3. The Vietnamese and foreign language versions of the minutes shall have the same legal effect. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. The resolution, minutes of the General Meeting of Shareholders, appendix listing the registered shareholders with signatures, powers of attorney for attending the meeting, all Minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with regulations on information disclosure in the securities market and shall be retained at the Company's head office.

Section 3. Regulations on collecting shareholders' opinions in writing

Article 17. Cases where shareholders' opinions may or may not be collected in writing

The cases in which shareholders' opinions may or may not be collected in writing are specified in Clause 1, Article 22 of the Company's Charter.

Article 18. Procedures for the General Meeting of Shareholders to adopt a Resolution by written consultation

1. The Board of Directors shall convene a meeting and issue a Resolution approving the collection of shareholders' opinions in writing and the record date for the implementation of this consultation. The Board Resolution must be disclosed at least 10 days prior to the record date.

2. The Board of Directors shall prepare written ballots, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders eligible to vote no later than 10 days prior to the deadline for returning the ballots. The requirements and method for sending ballots and attached documents shall comply with Clause 3, Article 18 of the Company's Charter.

3. The written ballot must contain the key contents stipulated in Clause 3, Article 22 of the Company's Charter.

4. Shareholders may return their completed ballots to the Company via mail, fax, or email, in accordance with Clause 4, Article 22 of the Company's Charter.

5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote counting minutes must contain the main contents as stipulated in Clause 5, Article 22 of the Company's Charter.

Members of the Board of Directors, vote counters, and supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and for any damage arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. Alternatively, they may be published on the Company's website within 24 hours from the time the vote counting is completed.

7. The completed ballots, vote counting minutes, adopted resolutions, and all documents attached to the written ballots must be retained at the Company's head office.

8. A resolution adopted by collecting written opinions from shareholders shall be deemed passed if it is approved by shareholders holding more than 50% of the total voting rights of all voting shareholders, and it shall have the same legal validity as a resolution passed at a physical General Meeting of Shareholders.

Section 4. Regulations on holding the General Meeting of Shareholders via online

Article 19. Procedures for holding the General Meeting of Shareholders to adopt resolutions via online meetings or hybrid meetings (in-person combined with online)

1. Based on the actual situation, the Board of Directors may decide to convene the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting (in-person combined with online). Shareholders may register to attend the meeting and exercise their voting rights on the matters discussed at the meeting via the online platform in a convenient

and effective manner.

2. Shareholders who participate and vote online shall be considered as shareholders attending the meeting in person. Therefore, shareholders logging into the Company's online meeting/voting system are deemed to attend the meeting in person, and the voting results are considered valid as if the shareholders voted in person at the meeting.

3. Shareholders shall attend the meeting online using the login code provided by the Organizing Committee to access the system when the meeting is held.

4. The login code for shareholders is determined by the Organizing Committee in accordance with the requirements of the online service provider at the time of the General Meeting.

5. After shareholders (*or their authorized representatives*) log into the online meeting system, they can exercise their rights as stipulated in the Charter and the Enterprise Law.

6. If a shareholder changes their personal information, they must contact the Custodian Member where they opened their account to update it before the record date for shareholder attendance at the General Meeting.

7. The Company will issue a specific online General Meeting Regulation for each General Meeting (*if applicable*), which clearly specifies the following:

- How to register for the online General Meeting of Shareholders;
- How to authorize a representative to attend the online General Meeting of Shareholders;
- Conditions for conducting the meeting;
- The form of adopting resolutions at the online General Meeting of Shareholders;
- The method for online voting;
- The process for online vote counting;
- Announcement of vote counting results;
- Minutes of the General Meeting of Shareholders;
- Disclosure of the General Meeting resolutions.

CHAPTER 3: BOARD OF DIRECTORS

Section 1. General Provisions

Article 20. Role, rights, and obligations of the Board of Directors, responsibilities of Board Members

1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are specified in Clause 2, Article 27 of the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its activities as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020

4. Members of the Board of Directors have the right to request the General Director, Deputy General Director, or other managers within the Company to provide information and documents regarding the financial situation, business activities of the Company, and its units.

Article 21. Term and number of members of the Board of Directors

1. The number of members of the Board of Directors is 07.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously complete their term, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

Article 22. Structure, standards, and conditions of Board Members

1. The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The company limits the number of Board members who hold executive positions to ensure the independence of the Board.

2. In the case of a listed company, the total number of independent Board members must meet the following requirements:

a. At least 01 independent member if the company has between 03 and 05 Board members;

b. At least 02 independent members if the company has between 06 and 08 Board members;

c. At least 03 independent members if the company has between 09 and 11 Board members.

3. Members of the Board of Directors must meet the following standards and conditions:

a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Have professional qualifications and experience in business management or in the industry/field of the company's business, and are not necessarily required to be shareholders of the company, unless otherwise specified by the Company's Charter;

c. Board members of the company may simultaneously serve as members of the Board of Directors of another company;

4. Independent members of the Board of Directors must meet the following standards and conditions:

a. Must not be currently employed by the company, its parent company, or its subsidiaries; must not have worked for the company, its parent company, or its subsidiaries in the last 03 consecutive years;

b. Must not be currently receiving a salary or remuneration from the company, except for allowances granted to Board members as prescribed;

c. Must not be someone whose spouse, biological or adoptive parents, biological or adoptive children, or siblings are significant shareholders or managers of the company or its subsidiaries;

d. Must not directly or indirectly own at least 01% of the total voting shares of the company.

e. Must not have served as a member of the Board of Directors or the Supervisory Board of the company for at least 05 consecutive years, unless appointed for two consecutive terms.

5. A member of the Board of Directors of one company may not simultaneously serve as a member of the Board of Directors at more than 05 other companies.

6. A member of the Board of Directors shall lose their status as a Board member in the following cases:

a. Fails to meet the qualifications to be a Board member as specified by the Enterprise Law or is prohibited by law from being a Board member;

b. Submits a resignation letter;

c. Is mentally incapacitated, and other members of the Board provide professional evidence proving that the person no longer has legal capacity;

d. Fails to attend Board meetings for 06 consecutive months, unless due to force majeure;

e. As per the decision of the General Meeting of Shareholders;

f. Other cases as prescribed by law and the Company's Charter.

7. The appointment of Board members must be publicly disclosed in accordance with securities and stock market regulations.

8. Board members may not necessarily be shareholders of the company.

Section 2. Regulations on Nomination, Election, Removal, and Dismissal of Board Members

Article 23. Nomination and election of Board Members

The nomination and election of Board members shall be carried out according to the provisions of Article 25 of the Company Charter.

Article 24. Method of electing Board Members

The election of Board members shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares owned, multiplied by the number of Board members to be elected. Shareholders are allowed to allocate their votes entirely or partially to one or several candidates. The candidate who receives the most votes will be elected to the Board, with the election proceeding from the highest number of votes downward until the required number of members, as stated in the Company Charter, is met. In the event of a tie between two or more candidates for the last position on the Board, a re-election will be held among the tied candidates or selection will be made based on the election regulations.

Article 25. Cases of removal, dismissal, and addition of Board Members

The removal, dismissal, and addition of Board members shall be carried out in accordance with Article 160 of the Enterprise Law and Clauses 4 and 5 of Article 26 of the Company Charter.

Article 26. Notification of the election, removal, and dismissal of Board Members

After a decision is made to elect, remove, or dismiss a Board member, the Company is responsible for publicly disclosing this information internally, to relevant authorities, on public media, and on the Company's website in accordance with current legal regulations.

Article 27. Introduction of Board Member candidates

1. The Company shall issue a public announcement regarding the election of Board members and the procedures for calling meetings and conducting elections as outlined in Chapter 3 of this Regulation, in accordance with the law. The announcement must specify the reasons for the election, the number of positions, standards and conditions, election procedures, and the process for nominating and proposing candidates.

2. The Board of Directors shall compile a list of candidates through nominations and self-nominations, and verify the information of each candidate to ensure they meet the qualifications and conditions to be a Board member, in accordance with the law and the Company's Charter.

3. In the event that the number of candidates for the Board, through nominations and self-nominations, is still insufficient to meet the required number, the Board of Directors shall prepare a list of candidates based on the following criteria:

a. Number of candidates: This refers to the number of candidates still needed after compiling the list of valid candidates through nominations and self-nominations, as stated in Article 27 of this Regulation;

b. Candidates proposed by the Board of Directors must be approved by a majority of the current Board members through a vote.;

c. Candidates proposed by the Board of Directors must meet at least the minimum conditions and standards specified in Article 22 of this Regulation.

Article 28. Election, removal, and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors cannot concurrently hold the position of General Director.

3. In the event that the Chairman of the Board of Directors submits a resignation or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the removal/dismissal decision.

4. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate their authority and responsibilities to another Board member in writing. If no one has been delegated the authority or if the Chairman dies, is missing, is detained, serving a prison sentence, under administrative handling measures at a compulsory rehabilitation center or educational facility, escapes from their place of residence, is restricted or loses their civil act capacity, is facing difficulties in awareness or self-control, or is banned by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members of the Board shall elect a new Chairman from among themselves, based on the majority agreement of the remaining members, until a new decision is made by the Board of Directors.

Article 29. Remuneration and other benefits of Board Members

Remuneration, bonuses, and other benefits for Board members shall be regulated in Article 28 of the Company Charter.

Section 3. Regulations regarding the meetings of the Board of Directors

Article 30. Procedures for organizing meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 7 working days from the date the election of the Board of Directors is completed. This meeting shall be convened and chaired by the member with the highest number or percentage of votes. If there is more than one member with the highest number or percentage of votes, the members shall vote by majority to select one person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may convene extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a. Upon request of the Board of Supervisors or an independent member of the Board of Directors;

b. Upon request of the CEO or at least 5 other managers;

c. Upon request of at least 2 members of the Board of Directors;

d. Other cases as provided by the Company Charter.

4. The request specified in clause 3 of this Article must be made in writing, indicating the purpose, issues to be discussed, and decisions to be made by the Board of Directors.

5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within 7 working days from the date of receiving the request specified in clause 3 of this Article. If the Chairman does not convene the meeting according to the request, they shall be responsible for any damage caused to the Company. The requester has the right to replace the Chairman and convene the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting at least 3 working days before the meeting unless the Company Charter stipulates otherwise. The notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The notice must include documents to be used during the meeting and the voting ballots for the members.

The notice can be sent by invitation letter, phone, fax, electronic means, or other methods as stipulated by the Company Charter, ensuring it reaches the contact addresses of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting must send the notice and accompanying documents to the members of the Board of Supervisors as they would for the Board of Directors members.

8. The members of the Board of Supervisors have the right to attend Board meetings, participate in discussions but cannot vote.

9. A meeting of the Board of Directors is considered valid if at least 3/4 of the total number of members are present. If the meeting does not have enough members to meet the quorum, it will be reconvened within 7 days from the originally scheduled date, unless the Company Charter specifies a shorter period. In this case, the meeting is valid if more than half of the Board members are present.

10. A Board member is considered to have participated and voted at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend the meeting and vote as stipulated in clause 11 of this Article;

c. Attending and voting via an online conference, electronic voting, or other electronic means;

d. Sending voting ballots to the meeting via mail, fax, or email;

e. Sending voting ballots by other methods stipulated in the Company Charter.

11. In case of sending a voting ballot to the meeting by mail, the ballot must be sealed in an envelope and sent to the Chairman of the Board of Directors at least 1 hour before the meeting begins. The voting ballots shall only be opened in the presence of all attendees.

12. Board members must attend all meetings of the Board of Directors. A Board member may authorize someone else to attend and vote on their behalf if approved by a majority of the Board members.

13. Resolutions and decisions of the Board of Directors are passed if they are approved by the majority of members present at the meeting. In case of a tie, the final decision will be made according to the opinion of the Chairman of the Board of Directors.

Article 31. Minutes and resolutions of Board of Directors' meetings

1. Meetings of the Board of Directors must be recorded in minutes and may be audio recorded, transcribed, and stored in other electronic forms. The minutes must be written in Vietnamese and may also be written in a foreign language. The minutes should include the following key contents:

a. Name, address of the head office, and business registration number;

b. Time and place of the meeting;

c. The purpose, agenda, and contents of the meeting;

d. The names of each attending member or authorized attendee and the method of their attendance; names of members absent from the meeting and the reasons for their absence;

e. The issues discussed and voted on during the meeting;

f. A summary of each member's remarks in the order of the meeting's proceedings;

g. The voting results, indicating the members in favor, against, and those abstaining from voting;

h. The issues approved and the approval voting ratio;

i. The names and signatures of the Chairperson and the person who recorded the minutes, except for the case stipulated in clause 2 of this Article.

2. If the Chairperson or the person who records the minutes refuses to sign the meeting minutes, but all other members of the Board of Directors attending the meeting sign and the minutes contain all required content as specified in points a, b, c, d, e, g, and h of clause 1 of this Article, the minutes will still be valid.

3. The Chairperson, the person who records the minutes, and the signatories of the minutes are responsible for the truthfulness and accuracy of the content in the minutes of the Board of Directors' meeting.

4. The minutes of the Board of Directors' meeting and the documents used during the meeting must be kept at the Company's headquarters.

5. The minutes written in both Vietnamese and foreign languages hold equal legal validity. In the case of discrepancies between the Vietnamese and foreign-language versions,

the Vietnamese version shall prevail.

6. Notification of resolutions and decisions of the Board of Directors: After a resolution is passed by the Board of Directors, the Company must notify internal stakeholders, relevant authorities, the public, and post the information on the Company's website in accordance with the current laws and regulations.

Section 4. Sub-committees under the Board of Directors

Article 32. Sub-committees under the Board of Directors

1. To support the activities of the Board of Directors, the Board may establish and authorize sub-committees as specified in Article 31 of the Company's Charter.

2. The Board of Directors may establish sub-committees to assist in its operations, such as the Personnel Sub-committee, the Salary and Bonus Sub-committee, and other sub-committees. The Board must appoint an independent Board member as the head of the Personnel Sub-committee and the Salary and Bonus Sub-committee. The establishment of these sub-committees must be approved by the General Shareholders' Meeting.

3. If the Personnel Sub-committee or Salary and Bonus Sub-committee is not established, the Board may assign an independent Board member to assist in personnel and salary matters.

4. The Board shall specify the detailed procedures for establishing sub-committees, the responsibilities of each sub-committee, and the responsibilities of sub-committee members or independent members assigned to oversee personnel and salary matters.

Section 5. Selection, appointment, dismissal of the corporate governance officer

Article 33. Requirements for the corporate governance officer

The corporate governance officer must meet the following criteria:

1. Have knowledge of the law;

2. Must not simultaneously work for the independent auditing firm conducting the audit of the company's financial statements;

3. Other requirements as specified by the law, the Company's Charter, and decisions of the Board of Directors.

Article 34. Appointment, dismissal, and notification of the corporate governance officer

1. The Board of Directors of a public company must appoint at least one Corporate Governance Officer to assist with corporate governance at the company. The Corporate Governance Officer may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The Board of Directors may appoint an Assistant to the Corporate Governance Officer as needed.

3. The Board of Directors may dismiss or remove the Corporate Governance Officer as necessary, but such action must comply with the current labor law regulations.

4. After the decision to appoint or dismiss the Corporate Governance Officer, the company is responsible for announcing the information internally, to relevant authorities, on public media, and on the company's website, in accordance with the procedures and regulations of the current law.

Article 35. Rights and obligations of the corporate governance officer

The Corporate Governance Officer has the rights and obligations as specified in Clause 3, Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020.

CHAPTER 4: BOARD OF SUPERVISORS

Section 1. General Provisions

Article 36. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

1. The Board of Supervisors is the body responsible for overseeing and evaluating the activities of the Board of Directors and the General Director in managing and operating the company, in order to report to the General Meeting of Shareholders.

2 The Board of Supervisors has the rights and obligations as specified in Article 39 of the Company's Charter.

3. The Head of the Board of Supervisors has the rights and obligations as specified in Clause 2, Article 38 of the Company's Charter.

4. The Board of Supervisors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020.

Article 37. Term, number, composition, and structure of the Board of Supervisors

1 The Board of Supervisors of the company consists of 03 members. The term of office for a member of the Board of Supervisors is no more than 05 years and may be re-elected with no limit on the number of terms.

2. Members of the Board of Supervisors are not required to be shareholders of the company.

3. The Head of the Board of Supervisors is elected from among the members of the Board of Supervisors; elections, dismissals, and removals follow the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the company's business activities.

4. If the term of office for the members of the Board of Supervisors ends at the same time and the new members have not been elected, the outgoing members continue to perform their duties and responsibilities until the new members are elected and assume their positions.

Article 38. Standards and conditions for members of the Board of Supervisors

Members of the Board of Supervisors must meet the standards and conditions as specified in Clause 2, Article 37 of the Company's Charter.

Section 2. Regulations on Nominations, Elections, Dismissals, and Removal of Members of the Board of Supervisors

Article 39. Nominations and self-nominations for the Board of Supervisors

Nominations and self-nominations for members of the Board of Supervisors must be conducted according to the provisions of Article 36 of the Company's Charter.

Article 40. Election process for members of the Board of Supervisors

Voting for the election of members of the Board of Supervisors must follow the cumulative voting method, where each shareholder has a number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or more candidates. The candidates elected to the Board of Supervisors are determined by the number of votes, starting from the highest to the lowest, until the required number of members as specified in the Company's Charter is reached. In case two or more candidates receive an equal number of votes for the last position on the Board of Supervisors, a re-election will be held among the candidates with the same number of votes, or a selection will be made based on the election rules or the Company's Charter.

Article 41. Cases of dismissal and removal of members of the Board of Supervisors

The cases for dismissal or removal of members of the Board of Supervisors shall be carried out in accordance with Clauses 3 and 4 of Article 37 of the Company's Charter.

Article 42. Announcement of elections, dismissals, and removals of members of the Board of Supervisors

After the decision to elect, dismiss, or remove members of the Board of Supervisors has been made, the company is responsible for publicly announcing the information internally, to relevant authorities, in the mass media, and on the company's website, in accordance with the procedures and regulations of current law.

Article 43. Salary and other benefits for members of the Board of Supervisors

Salaries, compensation, bonuses, and other benefits for members of the Board of Supervisors shall be carried out in accordance with the provisions of Article 41 of the Company's Charter.

CHAPTER 5: GENERAL DIRECTOR

Article 44. Role, responsibilities, rights, and obligations of the General Director

1. The General Director is responsible for managing the daily business operations of the Company; under the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of the rights and obligations assigned.

2. The General Director has rights and obligations as specified in Clause 4, Article 35 of the Company's Charter.

Article 45. Term, standards, and conditions of the General Director

1. The term of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as specified by the law and the Company's Charter.

2. For public companies, state-owned enterprises as specified in Clause 1, Article 88 of the Enterprise Law, and subsidiaries of state-owned enterprises as specified in Clause 1, Article 88 of the Enterprise Law, the General Director must meet the following standards and conditions:

a. Must not fall under the category specified in Clause 2, Article 17 of the Enterprise Law;

b. Must not be a family member of the company's management, members of the Board of Supervisors of the Company and its parent company; the representative of state-owned capital, the representative of the capital of enterprises at the Company and its parent company;

c. Must have professional qualifications and experience in business management.

Article 46. Nomination, appointment, dismissal, and removal of the General Director

1. The Board of Directors shall agree on and announce the competency standards for the selection of the General Director. The competency standards decided by the Board of Directors must comply with the legal provisions, the Company's Charter, and the Company's internal regulations regarding personnel management.

2. Based on the proposal of the majority of the Board of Directors members, the Board of Directors shall appoint, dismiss, remove, sign the employment contract, and decide the salary and other benefits for the General Director and other business executives. The Board of Directors may authorize the Chairman of the Board of Directors to decide on the appointment, dismissal, or removal of the General Director and other business executives. The appointment must be for a fixed term, and the business executive may be reappointed for an unlimited number of terms, as decided by the Board of Directors.

3. The Board of Directors shall decide the dismissal or removal of the General Director in accordance with the provisions of the Enterprise Law and the Company's Charter. When the Board of Directors dismisses or removes the General Director, it must appoint a replacement to fully exercise the rights and duties of the General Director as stipulated in the Company's Charter, this Regulation, and other internal management regulations of the Company until the Board of Directors selects and appoints a new General Director in accordance with current regulations.

4. The Board of Directors shall decide the dismissal or removal of the General Director in the following cases:

a. Upon submission of a resignation letter;

b. Termination of the employment contract with the Company;

c. Failure to complete duties for 2 consecutive years;

d. Behaviors and attitudes during the performance of duties that, according to the evaluation of the Board of Directors or its sub-committees, significantly affect the Company in a negative way;

e. Failing to meet the legal standards and conditions, the Company's Charter, or violating the provisions on the rights and duties of the General Director as outlined in the Company's Charter, this Regulation, and other internal management regulations of the Company.

f. The position no longer exists due to organizational restructuring of the Company as per the resolution of the General Meeting of Shareholders.

g. Other cases as decided by the Board of Directors, but in compliance with the current labor laws.

Article 47. Appointment and signing of employment contract with the General Director

1. The Board of Directors shall appoint a member of the Board or another individual as the General Director. The Chairman of the Board or another member of the Board authorized by the Board shall sign the employment contract with the General Director, which specifies the salary, remuneration, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial report, and included in the Company's annual report.

2. The Board of Directors may consider adding additional clauses and conditions in the employment contract of the General Director.

Article 48. Dismissal and termination of employment contract with the General Director

The Board of Directors may dismiss and terminate the employment contract with the General Director when the majority of voting members of the Board agree and appoint a new General Director to replace the incumbent.

Article 49. Notification of appointment, dismissal, signing and termination of employment contract with the General Director

After a decision to appoint, dismiss, sign or terminate the employment contract with the General Director, the Company is responsible for publishing the information internally, informing the relevant authorities, and disseminating it through public media and on the Company's website in accordance with current legal regulations.

Article 50. Salary and other benefits of the General Director

1. The Company has the right to pay remuneration and bonuses to the General Director based on the results and business performance.

2. The salary, remuneration, bonuses, and other benefits of the General Director are

determined as follows: The General Director will receive a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

3. The remuneration and salary of the General Director are accounted as business expenses of the Company according to the tax laws on corporate income tax, presented as a separate item in the Company's annual financial report, and must be reported at the Annual General Meeting of Shareholders.

CHAPTER 6: OTHER ACTIVITIES

Section 1. Regulations on Coordination between the Board of Directors, the Board of Supervisors, and the General Director

Article 51. Procedures for summoning, inviting meetings, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director

The procedures for summoning, inviting meetings, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director shall follow the procedures and order for summoning Board of Directors meetings as stipulated in Section 3, Chapter 3 of this Regulation.

Article 52. Announcing resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director

1. Resolutions and meeting minutes of the Board of Directors, after being issued, must be sent to the members of the Board of Supervisors at the same time and by the same method as to the members of the Board of Directors.

2. The resolutions of the Board of Directors (*relating to the responsibilities, rights, and obligations of the General Director*) after being issued must be sent to the General Director at the same time and by the same method as to the members of the Board of Directors.

Article 53. Cases in which the General Director and the Board of Supervisors request to summon a meeting of the Board of Directors and issues requiring the Board of Directors' opinion

1. The Board of Supervisors may request a meeting of the Board of Directors to be summoned in the following cases:

a. When it finds that the access rights to information and documents related to the activities of the Board of Supervisors members are not fully exercised according to the current law and the Company's Charter;

b. When it discovers violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other business executives after having notified the Board of Directors in writing as stipulated in the Company's Charter, but the violating party has not ceased the violation or implemented corrective measures;

c. Other cases as stipulated by the current law and the Company's Charter.

2. The General Director may request a meeting of the Board of Directors to be summoned in the following cases:

a. When it finds that the rights of the General Director as stipulated in Article 35 of the Company's Charter are not being exercised;

b. When it discovers violations of law or the Company's Charter by other business executives after having notified the Board of Directors in writing, but the violating party has

not ceased the violation or implemented corrective measures;

c. Other cases as stipulated by the current law and the Company's Charter.

Article 54. The General Director's reports to the Board of Directors on the execution of assigned duties and powers

1. Report on the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan, and the investment plan of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders.

2. On a quarterly and annual basis, report on the financial situation and the production and business activities of the Company. In case of necessity, the Board of Directors may request the General Director to provide a quick report or regular reports on a weekly or monthly basis regarding certain issues or topics of interest to the Board of Directors.

3. Report on improvements in organizational structure, policies, and management.

4. Annual report on the implementation of obligations towards the environment, community, and employees.

5. Report on the implementation of other contents delegated by the Board of Directors and the General Shareholders' Meeting.

6. Report on other matters as requested by the Board of Directors.

Article 55. Review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director

Based on the General Director's report on the execution of assigned duties and powers as stipulated in Article 44 of this Regulation, the Board of Directors will conduct a review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director.

Article 56. Matters the General Director must report, provide information on, and methods of notification to the Board of Directors and the Board of Supervisors

1. Matters the General Director Must Report, Provide Information on, and Methods of Notification to the Board of Directors.

a. When proposing measures to improve the operations and management of the Company;

b. The General Director must prepare plans for the Board of Directors' approval on issues related to the recruitment, termination, salary, social insurance, benefits, rewards, and discipline for employees and business executives;

c. The General Director must prepare plans for the Board of Directors' approval on issues related to the Company's relations with trade unions according to the best standards, practices, and policies, as well as those stipulated in the Company's Charter, internal regulations, and applicable laws;

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or companies controlled by the Company and members

or related persons of those members as per the law.

e. The General Director must report to the Board of Directors in the following cases:

- Transactions between the Company and companies where the General Director is a founding member or business manager within the last three years prior to the transaction.

- Transactions between the Company and companies where related persons of the General Director are members of the Board of Directors, the General Director, or major shareholders.

f. Other matters that require the Board of Directors' approval according to current law and the Company's Charter;

g. When reporting and providing information that requires feedback, the General Director must send it to the Board of Directors at least 7 working days before the decision is to be made;

2. Matters the General Director Must Report, Provide Information on, and Methods of Notification to the Board of Supervisors.

a. The General Director is responsible for assisting and cooperating with the Board of Supervisors to ensure they fulfill their duties and obligations as per the law and the Company's Charter.

b. Reports of the General Director to the Board of Directors or other documents issued by the Company must be sent to the members of the Board of Supervisors at the same time and through the same method as to the members of the Board of Directors.

c. The Board of Directors, members of the Board of Directors, the General Director, and other business executives must provide full, accurate, and timely information and documents related to the management, administration, and business operations of the Company as requested by any member of the Board of Supervisors or the Board of Supervisors.

Article 57. Coordination of supervision, management, and oversight activities between the members of the Board of Directors, members of the Board of Supervisors, and the General Director based on their specific duties

1. Coordination between the Board of Supervisors and the Board of Directors: The Board of Supervisors plays a role in supervision, coordination, advising, and providing full, timely, and accurate information. Specifically, as follows:

a. Regularly inform the Board of Directors about the results of activities, seek the Board of Directors' opinion before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors (*and at the same time, request the General Director, internal auditors, if any, and independent auditors*) to attend and respond to issues that the members of the Board of Supervisors are concerned with;

c. Periodic and unexpected inspections by the Board of Supervisors must have a written conclusion (*no later than 15 working days from the date of completion*) sent to the Board of Directors to provide additional support in the management of the Company. Depending on the

level and results of the inspection, the Board of Supervisors should discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. If there is no agreement, the opinion can be retained and recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the next General Meeting of Shareholders;

d. If the Board of Supervisors detects violations of the law or the Company's Charter by members of the Board of Directors, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and provide solutions to rectify the consequences;

e. Members of the Board of Supervisors are required to inform the Board of Directors about transactions between the Company, its subsidiaries, or other companies controlled by the Company with the relevant member or related persons as per the law;

f. Members of the Board of Supervisors must report to the Board of Directors in the following cases:

- Transactions between the Company and companies where the member of the Board of Supervisors is a founding member or a business manager within the last three years prior to the transaction.

- Transactions between the Company and companies where related persons of the member of the Board of Supervisors are members of the Board of Directors, the General Director, or major shareholders.

g. For recommendations related to the Company's operations and financial situation, the Board of Supervisors must send documents and relevant materials at least 3 working days before the expected date of feedback;

h. Recommendations to the Board of Directors must be sent at least 3 working days in advance, and the Board of Directors will respond within 7 working days.

2. Coordination between the Board of Supervisors and the General Director: The Board of Supervisors has the function of inspection and supervision.

a. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (and at the same time request the members of the Board of Directors, internal auditors, if any, and independent auditors) to attend and respond to the issues of interest to the members of the Board of Supervisors;

b. The periodic and ad hoc inspections of the Board of Supervisors must have a written conclusion (no later than 15 working days from the completion date) sent to the General Director to provide additional support in the management of the Company. Depending on the level and results of the inspection, the Board of Supervisors should discuss and agree with the General Director before reporting to the General Meeting of Shareholders. If there is no agreement, the opinion can be retained and recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the next General Meeting of Shareholders;

c. If the Board of Supervisors detects any violations of the law or the Company's Charter

by the General Director, the Board of Supervisors must notify the General Director in writing within 48 hours, requesting the violator to cease the violation and provide solutions to rectify the consequences;

d. Members of the Board of Supervisors have the right to request the General Director to provide access to files and documents related to the Company's business activities at the main office or the storage location of the files;

e. Recommendations from the Board of Supervisors regarding measures to amend, supplement, or improve the organizational structure, management, supervision, and operation of the Company must be sent to the General Director at least 3 working days before the expected date of response.

3. Coordination between the General Director and the Board of Directors: The General Director is responsible for managing the activities of the Company, ensuring that the Company operates continuously and efficiently.

a. The General Director has the right to make decisions beyond their authority in emergency situations, such as natural disasters, enemy threats, fires, unexpected incidents, or matters under the scope of crisis management policies. However, the General Director must report in writing to the Board of Directors as soon as possible and take responsibility before the Board of Directors and the next General Meeting of Shareholders for these decisions;

b. The General Director has the right to refuse to implement and retain their opinions on the decisions of the Board of Directors if they determine that the decision is illegal or harms the interests of shareholders. In this case, the General Director must provide an immediate written explanation to the Board of Directors and the Board of Supervisors;

c. Before performing tasks that require approval from the Board of Directors, as specified in the Company's Charter, the General Director must send a proposal to the Board of Directors at least 3 working days in advance;

d. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for carrying out the tasks and powers assigned to them and must report to these entities when required.

Section 2. Annual evaluation regulations on commendation and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, and other company executives.

Article 58. Regulations on evaluating the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives

1. The Board of Directors is responsible for developing performance evaluation criteria applicable to all individuals, including members of the Board of Directors, the General Director, and other executives.

2. Based on the Company's detailed annual business plan, at the first meeting of the fiscal year, the Board of Directors, the Board of Supervisors, and the General Director shall determine

the evaluation content, criteria, and method for assessing the effectiveness of those positions under their respective authorities for that fiscal year. The final evaluation result shall be the average of the individual assessments by voting members attending the meeting, unless otherwise stipulated in the Charter or internal regulations of the Board of Directors or the Board of Supervisors. The procedures and order of organizing such meetings of the Board of Directors / Board of Supervisors shall follow the respective internal operational regulations of each body.

3. The performance evaluation of the General Director and other company executives shall be conducted in accordance with their labor contracts and internal regulations, or may be based on their self-assessment reports.

Article 59. Commendation

1. The Board of Directors is responsible for developing a reward system. Commendations shall be granted based on the performance evaluation results specified in Article 58 of this Regulation.

2. Eligible recipients: Individuals as stipulated under the reward policy established by the Board of Directors.

3. Forms of commendation: Rewards may be in the form of cash, shares (*e.g., shares issued under the Company's employee stock option program*), or other forms as determined by the Board of Directors. These forms of reward must be approved by the Board of Directors; in cases beyond its authority, they must be submitted to the General Meeting of Shareholders for approval.

4. The reward regime for members of the Board of Directors and the Board of Supervisors shall be decided by the General Meeting of Shareholders.

5. For other executives of the Company: reward funds shall be sourced from the Company's welfare and bonus fund and other lawful sources. The reward level shall be based on the actual annual business performance, proposed by the General Director and approved by the Board of Directors. In cases exceeding the authority of the Board, the proposal shall be submitted to the General Meeting of Shareholders for approval.

Article 60. Disciplinary actions

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violations. The highest disciplinary measures include dismissal or removal from position.

2. Members of the Board of Directors, members of the Board of Supervisors, and other executives who fail to fulfill their duties with honesty, diligence, and prudence shall be held personally liable for any damages caused by their actions.

3. Members of the Board of Directors, members of the Board of Supervisors, and other executives who violate laws or the Company's regulations during the performance of their duties shall, depending on the seriousness of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where such violations cause damage to the Company, shareholders, or other

parties, the violators must compensate for the damages as prescribed by law.

CHAPTER 7: AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATIONS AND EFFECTIVENESS

Article 61. Amendments and supplements to the internal corporate governance regulations

1. Any amendments or supplements to these Regulations must be reviewed and decided by the General Meeting of Shareholders of the Company.

2. In case there are legal provisions relevant to the Company's operations that are not mentioned in these Regulations, or if there are new legal provisions that differ from those stated herein, such legal provisions shall automatically prevail and govern the operations of the Company.

Article 62. Effective date

1. These Regulations consist of 07 chapters and 62 articles, unanimously approved by the General Meeting of Shareholders of Can Tho Import Export Seafood Joint Stock Company on 28 June, 2025 and are jointly agreed upon to take full effect.

2. These Regulations are the sole and official internal corporate governance regulations of the Company.

3. Copies or excerpts of the Internal Corporate Governance Regulations shall only be valid if signed by the Chairman of the Board of Directors or by at least half of the total number of members of the Board of Directors./.

O/B. BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)

Nguyễn Chí Thảo

CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

Số/ No. : 53./TT-HĐQT.2025

Cần thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ *PROPOSAL*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

V/v thông qua Quy chế hoạt động Hội đồng quản trị của CTCP Xuất Nhập Khẩu Thuỷ Sản Cần Thơ/

Re: *Approval of the Operating Regulations of the Board of Directors of Can Tho Import Export Seafood Joint Stock Company*

Căn cứ:/ Pursuant to:

- *Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 6 năm 2020:/ Enterprise Law No. 59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019:/Law on Securities No. 54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;*
- *Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán./ 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;*
- *Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của chính phủ quy định chi tiết thi hành một số điều của luật chứng khoán:/ Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in 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.*

Theo Khoản 20 Điều 310 Nghị định 155/2020/NĐ-CP quy định về việc công ty đại chúng có trách nhiệm phải xây dựng Quy chế hoạt động của HĐQT để trình ĐHĐCĐ thông qua. Căn cứ mẫu Quy chế hoạt động của HĐQT được ban hành kèm theo Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính, Hội đồng Quản trị Công ty đã hoàn tất xây dựng nội dung bản Quy chế hoạt động của HĐQT và kính trình Đại hội đồng cổ đông thông qua toàn văn bản Quy chế hoạt động của HĐQT được đính kèm Tờ trình này. / *Pursuant to Clause 20, Article 310 of Decree 155/2020/ND-CP stipulating that public companies are responsible for*

developing the Operating Regulations of the Board of Directors for submission to the General Meeting of Shareholders for approval. Based on the Operating Regulations of the Board of Directors form issued together with Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Company's Board of Directors has completed the development of the content of the Operating Regulations of the Board of Directors and respectfully submits the full text of the Operating Regulations of the Board of Directors attached to this Submission to the General Meeting of Shareholders for approval.

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

Tài liệu đính kèm:/ Attachments:
- Quy chế hoạt động HĐQT/ Operating Regulations of the Board of Directors

Nơi nhận:/ Recipients:
- Như trên:/ As above
- Lưu VP. HĐQT./ Archive: BOD office

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
O/B. BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Q. Ô MÔN - TP. CẦN THƠ

NGUYỄN CHÍ THẢO

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS OF CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

Can Tho, day 28 month 06 year 2025

TABLE OF CONTENTS

CHAPTER 1. GENERAL PROVISIONS 2
Artice 1. Scope and regulated entities 2
Article 2. Operating principles 2
CHAPTER 2. MEMBERS OF THE BOARD OF DIRECTORS 2
Article 3. Rights and obligations of members of the Board of Directors 2
Artice 4. Rights to be provided with information of members of the Board of Directors 3
Article 5. Term of office and quantity of members of the Board of Directors 3
Article 6. Requirements to be satisfied by members of the Board of Directors 3
Article 7. President of the Board of Directors 4
Article 8. Dismissal, replacement and addition of members of the Board of Directors 5
Article 9. Method for election, dismissal and discharge of members of the Board of Directors 6
Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors 7
CHAPTER 3. BOARD OF DIRECTORS 7
Article 11. Rights and obligations of the Board of Directors 7
Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts 9
Article 13. Responsibility of the Board of Directors to convene extraordinary GMS 9
Article 14. Subcommittees of the Board of Directors 10
CHAPTER 4. MEETINGS OF THE BOARD OF DIRECTORS 11
Article 15. Meetings of the Board of Directors 11
Article 16. Minutes of meetings of the Board of Directors 12
CHAPTER 5. REPORTING AND DISCLOSURE OF INTERESTS 13
Article 17. Submission of annual reports 13
Article 18. Remunerations, bonuses and other benefits of members of the Board of Directors 14
Article 19. Disclosure of related interests 14
CHAPTER 6. RELATIONSHIPS OF THE BOARD OF DIRECTORS 15
Article 20. Relationship between members of the Board of Directors 15
Article 21. Relationship with the executive board 15
Article 22. Relationship with the Board of Supervisors 15
CHAPTER 7. IMPLEMENTATION CLAUSES 16
Article 23. Effect 16

CHAPTER 1.
GENERAL PROVISIONS

Artice 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws. In the event that any provision of this Regulation conflicts with the Company's Charter, the provisions of the Company's Charter shall take precedence.

2. Regulated entity: Board of Directors and its members.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER 2.
MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

b) Attend all meetings of the Board of Directors and comment on the raised issues;

c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions

between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;

dd) Disclose information when trading the Company's shares as prescribed by law.

3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

Artice 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the General Director, Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the following Charter.

Article 5. Term of office and quantity of members of the Board of Directors

1. The Board of Directors has 07 (seven) members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organization and cooperation of independent members of Board of Directors.

Article 6. Requirements to be satisfied by members of the Board of Directors

1. A member of the Board of Directors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter;

c) A member of the Board of Directors of may concurrently hold the position of member of Board of Directors of another company;

d) He/she satisfy other requirements specified in the Company's Charter

2. In the event that the company has listed its shares, an independent member of the Board of Directors must meet the following standards and conditions:

a) He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;

b) He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;

d) He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;

dd) He/she does not hold the position of member of the Board of Directors or Board of Supervisors of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;

e) Other requirements specified in the Company's Charter.

3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. 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 by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must 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; 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 process of implementation of resolutions and decisions of the Board of Directors;

dd) Chair the GMS;

e) Other rights and obligations prescribed by the Law on Enterprises and the Company'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. In case the President of the Board of Directors is not present or is not able to perform his 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 Company'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.

5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:

a) Assist in convening the GMS; take minutes of meetings;

b) Assist members of the Board of Directors in performance of their rights and obligations;

c) Assist the Board of Directors in application and implementation of company administration rules;

d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;

dd) Other rights and obligations prescribed by the Company's Charter.

Article 8. Dismissal, replacement and addition of members of the Board of Directors

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;

b) He/she hands in resignation letter which is accepted;

c) Other cases specified in the Company's Charter.

2. A member of the Board of Directors will be discharged by the GMS in the following cases:

a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;

b) Other cases specified in the Company's Charter.

3. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;

b) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;

c) Except in the cases specified in Point a and Point b of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

Article 9. Method for election, dismissal and discharge of members of the Board of Directors

1. Shareholders or groups of shareholders holding at least 10% of the total outstanding ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with Clause 2, Article 25 of the Company's Charter. In the absence of other provisions in the Company's Charter, the nomination of candidates for the Board of Directors shall be conducted as follows:

a) The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed I this Clause may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

3. Unless otherwise prescribed by the Company's Charter, the voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may caste all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company 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) Qualifications;

c) Work experience;

d) Other managerial positions (including positions in the Board of Directors of other companies);

dd) Interests relevant to the Company and the Company's related parties;

e) 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 results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

CHAPTER 3.
BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

a) Decide the strategy, medium-term development and annual business plans of the Company;

b) Propose types of authorized shares and quantity of each type;

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 Company;

dd) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;

g) Decide solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the Director/General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;

k) Supervise the Director/General Director and other managers operating everyday business of the Company;

l) Decide the organizational structure, rules and regulations of the Company, 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 audited annual financial statements to the GMS;

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

p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

r) 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 ratify resolutions and decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconformable resolution or decision.

Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts

1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months form the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company, between the Company and any of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons;

- Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;

- Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.

2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Supervisors when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary GMS

1. 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 Supervisors 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 115 of the Law on Enterprises; 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 Supervisors;

dd) Other cases prescribed by law and the Company's Charter.

2. Convening the extraordinary GMS

Unless otherwise prescribed by the Company's Charter, the Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:

a) Compile a list of shareholders having the right to participate in the meeting;

b) Provide information and settle complaints relevant to the list of shareholders;

c) Prepare the meeting agenda and contents;

d) Prepare meeting documents;

dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Board of Supervisors;

e) Determine the meeting time and location;

g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

Article 14. Sub-committees 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 quantity of members of each subcommittee shall be decided by the Board of Directors with at least [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 make up a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

CHAPTER 4.
MEETINGS OF THE BOARD OF DIRECTORS

Article 15. 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 after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

b) The meeting is requested by the Director/General Director or at least 05 more managers.

c) The meeting is requested by at least 02 members of the Board of Directors.

d) Other cases prescribed by the Company's Charter.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

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 03 working days before the meeting unless otherwise prescribed by the Company's Charter. The invitation shall 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 may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

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 Supervisors.

Members of the Board of Supervisors are entitled to participate and discuss in meetings of the Board of Directors but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) 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, unless a shorter time limit is prescribed by the Company's Charter. 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 is considered that a member of the Board of Directors participates and votes in a meeting when he/she:

a) Participates and votes 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) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;

d) Sends his/her votes by mail, fax or email;

dd) Sends his/her votes using other means prescribed by the Company's Charter.

10. In case the votes are sent to the meeting by mail, they must 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 all 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. Unless a higher ratio is prescribed by the Company's Charter, a resolution or decision of the Board of Directors will 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 16. Minutes of meetings of the Board of Directors

1. Minutes of all meetings of the Board of Directors 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) The meeting time and location;

c) Purposes, agenda and contents of the meeting;

d) Full name of every participating member and their authorized participants; full names of absent members and reasons;

dd) Issues to be discussed and voted at the meeting;

e) Summaries of opinions of each participating member in chronological order;

g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;

h) Ratified issues and ratio of affirmative votes;

i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.

2. In case the chair or minutes take refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, dd, e, g and h Clause 1 o this Article.

3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.

4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be retained at the Company's headquarters.

5. 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.

CHAPTER 5.
REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:

a) The Company's income statement;

b) The financial statement;

c) The report on management and administration of the Company;

d) Verification report by the Board of Supervisors.

2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Supervisors for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Supervisors and audit reports shall be retained at the Company's headquarters at least 10

days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.

Article 18. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are 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 Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions 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 are 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 liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 19. Disclosure of related interests

If the Company's Charter does not have tighter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working

days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

CHAPTER 6.
RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the President of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this document.

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the President of the Board of Directors.

Article 21. Relationship with the Executive Board

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the Director/General Director, supervise and inspect the implementation of such resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is cooperation. The Board of Directors shall work with the Board of Supervisors on equality and independence principles; cooperate and assist one another in performance of their tasks.

2. When receiving inspection records or consolidated reports of the Board of Supervisors, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

CHAPTER 7.
IMPLEMENTATION CLAUSES

Article 23. Effect

The Regulations on Operation of the Board of Directors of Can Tho Import Export Seafood JSC. consists of 7 chapters, 23 articles and comes into force from day 28 month 06 year 2025

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Ô MÔN - TP. CẦN THƠ

Nguyễn Thị Thảo

CTY CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Số/ No.: 54./TT-BKS.2025

Cần Thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ *PROPOSAL*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

V/v thông qua Quy chế hoạt động Ban kiểm soát của CTCP Xuất Nhập Khẩu Thủy Sản Cần Thơ/
Re: Approval of the Operating Regulations of the Board of Supervisors of Can Tho Import Export Seafood Joint Stock Company

Căn cứ:/ Pursuant to:

- *Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 6 năm 2020:/ Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;*
- *Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019:/ Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- *Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán./ 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.*
- *Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của chính phủ quy định chi tiết thi hành một số điều của luật chứng khoán:/ Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles 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;*

Theo Khoản 20 Điều 310 Nghị định 155/2020/NĐ-CP quy định về việc công ty đại chúng có trách nhiệm phải xây dựng Quy chế hoạt động của BKS để trình ĐHĐCD thông qua. Căn cứ mẫu Quy chế hoạt động của BKS được ban hành kèm theo Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính. Ban Kiểm soát Công ty đã hoàn tất xây dựng nội dung bản Quy chế hoạt động của BKS và kính trình Đại hội đồng cổ đông thông qua toàn văn bản Quy chế hoạt động của BKS được đính kèm Tờ trình này./ *Pursuant to Clause 20, Article 310 of*

Decree 155/2020/ND-CP, which stipulates that public companies are responsible for developing the Operating Regulations of the Board of Supervisors for submission to the General Meeting of Shareholders for approval. Based on the Operating Regulations of the Board of Supervisors form issued together with Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Company's Board of Supervisors has completed the content of the Operating Regulations of the Board of Supervisors and respectfully submits the full text of the Operating Regulations of the Board of Supervisors, which is attached to this Submission, to the General Meeting of Shareholders for approval.

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

Tài liệu đính kèm:/ Attachments:
- Quy chế hoạt động BKS./ Operating Regulations of the Board of Supervisors.

Nơi nhận:/ Recipients:
- Như trên:/ As above;

TM. BAN KIỂM SOÁT
TRƯỞNG BAN KIỂM SOÁT /
O/B. BOARD OF SUPERVISORS
HEAD OF THE BOARD

LÝ QUỐC TUẤN

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

THE OPERATING REGULATIONS OF THE BOARD OF SUPERVISORS OF CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

Can Tho, day 28 month 06 year 2025

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS 2
Article 1. Scope and regulated entities 2
Article 2. Operating principles 2
CHAPTER II. MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS) 2
Article 3. Rights, obligations and responsibilities of members of the Board of Supervisors 2
Article 4. Term of office and quantity of members of the Board of Supervisors 3
Article 5. Requirements to be satisfied by members of the Board of Supervisors 3
Article 7. Nomination and self-nomination of members of the Board of Supervisors 3
Article 8. Method for election, dismissal and discharge of members of the Board of Supervisors 4
Article 9. Cases of dismissal, discharge of members of the Board of Supervisors 4
Article 10. Announcement of election, dismissal and discharge of members of the Board of Supervisors 5
CHAPTER III. BOARD OF SUPERVISORS 5
Article 11. Rights, obligations and responsibilities of the Board of Supervisors 5
Article 12. Rights to be provided with information of the Board of Supervisors 7
Article 13. Responsibility of the Board of Supervisors to convene extraordinary GMS 8
CHAPTER IV. MEETINGS OF THE BOARD OF SUPERVISORS 8
Article 14. Meetings of the Board of Supervisors 8
Article 15. Minutes of meetings of the Board of Supervisors 8
CHAPTER V. REPORTING AND DISCLOSURE OF INTERETS 8
Article 16. Submission of annual reports 8
Article 17. Salaries and other benefits 9
Article 18. Disclosure of related interests 10
CHAPTER VI. RELATIONSHIPS OF THE BOARD OF SUPERVISORS 10
Article 19. Relationships between members of the Board of Supervisors 10
Article 20. Relationship with the Executive Board 10
Article 21. Relationship with the Board of Directors 11
CHAPTER VII. IMPLEMENTATION CLAUSES 11
Article 22. Effect 11

CHAPTER I.
GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: The Regulations on Operation of the Board of Supervisors provide for the organizational structure, operating principles, requirements, rights and obligations of the Board of Supervisors and its members prescribed by the Law on Enterprises, the Company's Charter and relevant regulations. In case any provision of these Regulations conflicts with the Company's Charter, the provisions of the Company's Charter shall take precedence.

2. Regulated entities: the Board of Supervisors and its members.

Article 2. Operating principles

The Board of Supervisors shall work on the collective principle. Members of the Board of Supervisors shall be personally responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the tasks and decision of the Board of Supervisors.

CHAPTER II.
MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS)

Article 3. Rights, obligations and responsibilities of members of the Board of Supervisors

1. Comply with regulations of law, the Company's Charter, resolutions of the GMS and professional ethics in performance of their duties.

2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.

3. Be loyal to the interests of the Company and shareholders; Do not abuse power, position or use information, secrets, business opportunities and other assets of the Company for personal gain or serving the interests of any other organization or individual.

4. Other obligations prescribed by the Law on Enterprises and the Company's Charter.

5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Board of Supervisors shall personally or jointly pay compensation for such damage. The income and benefits earned by the members of the Board of Supervisors from these violations shall be returned to the Company.

6. In case a member of the Board of Supervisors is found to be violating his rights and obligations, a written notice shall be sent to the Board of Supervisors requesting the violator to stop committing the violations and take remedial measures.

Article 4. Term of office and quantity of members of the Board of Supervisors

1. The Board of Supervisors has 3 members. The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.

2. Members of the Board of Supervisors are not necessarily shareholders of the Company.

3. More than half of the members of the Board of Supervisors must be residents of Vietnam.

4. In case the term of office of all members of the Board of Supervisors end before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

Article 5. Requirements to be satisfied by members of the Board of Supervisors

1. A member of the Board of Supervisors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation;

c) He/she is not a relative of any member of the Board of Directors, the General Director or any other managers;

d) He/she is not an manager, not necessarily a shareholder or employee of the Company, unless otherwise prescribed by the Company's Charter;

dd) He/she does not work in the Company's accounting or finance department;

e) He/she is not a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years;

g) Other requirements prescribed by law and the Company's Charter.

Article 6. Head of Board of Supervisors

1. The Head of Board of Supervisors 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. The Head of Board of Supervisors shall be elected by the Board of Supervisors among its members; the election, dismissal and discharge of the Head of Board of Supervisors shall be carried out under the majority rule.

3. Rights and obligations of the Head of Board of Supervisors shall be specified in the Company's Charter.

Article 7. Nomination and self-nomination of members of the Board of Supervisors

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Supervisors in Clause 1 Article 36 of Company's Charter. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as

follows:

a) The group of shareholders that nominate candidates to the Board of Supervisors must inform the participants of the meeting before the opening of the GMS;

b) Depending on the quantity of members of the Board of Supervisors, the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Supervisors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Supervisors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Supervisors 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 Supervisors. This must be announced before the GMS starts to vote for members of the Board of Supervisors as prescribed by law.

Article 8. Method for election, dismissal and discharge of members of the Board of Supervisors

1. The election, dismissal and discharge of members of the Board of Supervisors shall be carried out by the GMS.

2. Unless otherwise prescribed by the Company's Charter, the voting on members of Board of Supervisors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Supervisors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Supervisors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

Article 9. Cases of dismissal, discharge of members of the Board of Supervisors

1. A member of the Board of Supervisors will be dismissed by the GMS in the following cases:

a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;

b) He/she hands in resignation letter which is accepted;

c) Other cases specified in the Company's Charter.

2. A member of the Board of Supervisors will be discharged by the GMS 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 06 consecutive months, except in force majeure events;

c) He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter.

d) Other cases specified in the resolution of the GMS.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Supervisors

1. After candidates for members of the Board of Supervisors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company 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) Qualifications;

c) Work experience;

d) Other managerial positions;

đ) Interests relevant to the Company and the Company's related parties;

e) Other information (if any) specified in the Company's Charter;

g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their interests in these companies (if any).

2. The results of election, dismissal and discharge of members of the Board of Supervisors shall be announced in accordance with regulations on information disclosure.

CHAPTER III.
BOARD OF SUPERVISORS

Article 11. Rights, obligations and responsibilities of the Board of Supervisors

1. Supervise the Board of Directors, the Director/General Director managing and operating the Company.

2. Inspect the rationality, legitimacy, truthfulness and prudency in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics production and preparation of financial statement.

3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and 6-month financial statements of the Company; assess management tasks performed by the Board of Directors; submit reports to the annual GMS. Review contracts and transactions with related persons within the authority to approve of the Board of Directors or the GMS; offer recommendations concerning these contracts and transactions.

4. Review, inspect, evaluate the effectiveness of the internal control, audit, risk management and early warning of the Company.

5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the GMS or at the request of the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises.

6. Within 07 working days from the receipt of the request from the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises, the Board of Supervisors shall carry out an inspection. Within 15 days from the end of the inspection, the Board of Supervisors shall submit an inspection report to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors must not affect the normal operation of the Board of Directors and the Company's business operation.

7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the Board of Directors or the GMS.

8. Whenever a member of the Board of Directors, the Director/General Director is found to be violating Article 165 of the Law on Enterprises, promptly send a notice to the Board of Directors requesting the violator to stop the violation and take remedial measures.

9. Participate and discuss in meetings of the GMS, the Board of Directors and other meetings of the Company.

10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks.

11. The Board of Supervisors may consult with the Board of Directors before submitting its reports, verdicts and proposals to the GMS.

12. Inspect specific issues relevant to the Company management and administration at the request of the shareholders.

13. Request the Board of Directors to convene an extraordinary GMS.

14. Convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to do it as prescribed in Clause 3 Article 140 of the Law on Enterprises.

15. Request the President of the Board of Directors to convene meeting of the Board of Directors.

16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2 Article 164 of the Law on Enterprises.

17. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

18. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

19. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.

20. Cooperate with the Board of Directors, the General Director and shareholders.

21. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

22. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the GMS for ratification.

23. Witness the vote counting by the Board of Directors and issue a vote counting record if requested by the Board of Directors in case of questionnaire survey for ratification of the GMS' resolution.

24. The Head of Board of Supervisors shall preside over the election of the chair of the GMS in case the President is absent or temporarily unable to work while the remaining members of the Board of Directors cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting.

25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter and the resolution of the GMS.

Article 12. Rights to be provided with information of the Board of Supervisors

1. Documents and information shall be sent to members of the Board of Supervisors at the same time and using the same method as those applied to members of the Board of Directors, including:

a) Meeting invitations, questionnaires for members of the Board of Directors and enclosed documents;

b) The resolutions, decisions and minutes of the GMS and meetings of the Board of Directors;

c) Reports submitted by the Director/General Director to the Board of Supervisors or other documents issued by the Company.

2. Members of the Board of Supervisors are entitled to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

3. The Board of Directors, its members, the Director/General Director and other managers shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Board of Supervisors or its members.

Article 13. Responsibility of the Board of Supervisors to convene extraordinary GMS

1. The Board of Supervisors shall convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to convene the GMS in the following cases:

a) The number of members of the Board of Supervisors drops below the minimum number prescribed by law;

b) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises;

c) An extraordinary GMS is requested by the Board of Supervisors but not convened by the Board of Directors, unless otherwise prescribed by the Company's Charter.

2. In case the Board of Supervisors does not convene the GMS as per regulations, the Board of Supervisors shall pay damage incurred by the Company.

3. The costs of convening and conducting the GMS as prescribed Clause 1 of this Article shall be reimbursed by the Company.

CHAPTER IV.
MEETINGS OF THE BOARD OF SUPERVISORS

Article 14. Meetings of the Board of Supervisors

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members.

2. The Board of Supervisors is 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 15. Minutes of meetings of the Board of Supervisors

Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

CHAPTER V.
REPORTING AND DISCLOSURE OF INTERETS

Article 16. Submission of annual reports

Reports to be submitted by the Board of Supervisors at annual GMS include:

1. Reports on the Company's business performance, performance of the Board of Directors, the General Director, which shall be submitted to the annual GMS for approval.

2. The self-assessment report on performance of the Board of Supervisors and its members.

3. Remunerations, operating costs and other benefits of the Board of Supervisors and each of its members.

4. Summaries of meetings of the Board of Supervisors, verdicts and proposals of the Board of Supervisors; result of supervision of the Company's operation and finance.

5. Assessment reports on transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the public company with members of the Board of Directors, the General Director and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date.

6. Result of supervision of the Board of Directors, the General Director and other executives.

7. Evaluation of cooperation between the Board of Supervisors, the Board of Directors, the General Director and shareholders.

8. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

Article 17. Salaries and other benefits

Unless otherwise prescribed by the Company's Charter, the salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the regulations below:

1. Members of the Board of Supervisors 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 Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

Article 18. Disclosure of related interests

1. Members of the Board of Supervisors shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises which they own or in which they have stakes or shares; their holdings and time of holdings or ownership;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately own or hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Members of the Board of Supervisors and their related persons may only use the information obtained from their positions to serve the interests of the Company.

4. Members of the Board of Supervisors shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with related persons of members of the Board of Supervisors as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

5. Members of the Board of Supervisors and their related persons must not use or reveal internal information for carrying out relevant transactions.

CHAPTER VI.
RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 19. Relationships between members of the Board of Supervisors

Members of the Board of Supervisors are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Board of Supervisors as prescribed by law and the Company's Charter. The Head of Board of Supervisors shall coordinate operation of the Board of Supervisors but does not have the right to control its members.

Article 20. Relationship with the Executive Board

The Board of Supervisors is independent from the executive board of the Company and shall supervise operation of the Executive Board.

Article 21. Relationship with the Board of Directors

The Board of Supervisors is independent from the Board of Directors and shall supervise operation of the Board of Directors.

CHAPTER VII.
IMPLEMENTATION CLAUSES

Article 22. Effect

The Regulations on Operation of the Board of Supervisors of Can Tho Import Export Seafood Joint Stock Company consists of 7 chapters, 22 articles and comes into force from day 28 month 06 year 2025.

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE BOARD

Lý Quốc Tuấn

CTY CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

Số/ No. : 55../TT-HĐQT.2025

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Tp. Cần Thơ, ngày 03 tháng 06 năm 2025
Can Tho City, day 03 month 06 year 2025

TỜ TRÌNH/ *PROPOSAL*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

V/v: sửa đổi ngành nghề kinh doanh của Công ty

Re: Amendment to the Company's Business Lines

Căn cứ:/Pursuant to:

- *Luật Doanh Nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hoà xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020; Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.*
- *Điều lệ tổ chức và hoạt động của Công ty Cổ phần Xuất Nhập Khẩu Thủy Sản Cần Thơ./ Charter on organization and operation of Can Tho Import Export Seafood Joint Stock Company.*

CTCP Xuất nhập khẩu Thủy sản Cần Thơ xin báo cáo về việc điều chỉnh một số ngành nghề kinh doanh đã đăng ký của Công ty như sau:/ *Can Tho Import Export Seafood Joint Stock Company would like to report on the adjustment of some registered business lines of the Company as follows:*

1. **Điều chỉnh bỏ bớt ngành nghề kinh doanh:/ *Adjustment to remove some business lines:***

Trên cơ sở rà soát lại các ngành nghề kinh doanh hiện tại, Công ty nhận thấy có mã ngành nghề kinh doanh mà Công ty không có nhu cầu thực hiện. Do đó, Hội đồng quản trị trình Đại hội đồng cổ đông xem xét, thông qua việc xóa đăng ký của mã ngành nghề kinh doanh mà Công ty không có nhu cầu thực hiện như sau:/ *Upon review of current business lines, the Company has identified a business line it no longer intends to pursue. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the removal of the following business line from the Company's registration:*

Stt/ No.	Mã ngành/ Code	Tên ngành nghề đăng ký/ Registered Business Line Name	Lý do xóa đăng ký/ Reason for Removal
1.	3512	Truyền tải và phân phối điện/ *Transmission and distribution of electricity*	Do không có nhu cầu thực hiện/ *No business demand*

2. **Sửa đổi chi tiết một số ngành nghề kinh doanh:/** ***Amendment of details of certain business lines:***

Stt/ No	Mã ngành/ Code	Tên ngành nghề đăng ký trước khi sửa đổi/ Registered Business Line Name before amendment	Tên ngành nghề đăng ký sau khi sửa đổi/ Registered Business Line Name after amendment
1.	4620	Bán buôn nông, lâm sản nguyên liệu (trừ gỗ, tre, nứa) và động vật sống *Chi tiết: Mua bán, xuất nhập khẩu thức ăn và nguyên liệu làm thức ăn cho gia súc, gia cầm, thủy sản, bột cá, dầu cá, mỡ cá và các mặt hàng nông, lâm sản nguyên liệu, động vật khác./* *Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals.* *Details: Trading, import and export of feed and feed ingredients for livestock, poultry, aquatic products, fish meal, fish oil, fish fat, and other agricultural and forestry raw materials, animals*	Bán buôn nông, lâm sản nguyên liệu (trừ gỗ, tre, nứa) và động vật sống *Chi tiết: Mua bán, xuất nhập khẩu thức ăn và nguyên liệu làm thức ăn cho gia súc, gia cầm, thủy sản, bột cá, dầu cá, mỡ cá và các mặt hàng nông, lâm sản nguyên liệu, động vật khác* ***(không bao gồm bán buôn các hàng hóa thuộc danh mục hàng hóa mà nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối như: Thuốc lá và xì gà, sách, báo và tạp chí, vật phẩm ghi hình, kim loại quý và đá quý, dược phẩm, thuốc nổ, dầu thô và dầu đã qua chế biến, gạo, đường mía và đường củ cải.)/*** *Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals* *Details: Trading, import and export of feed and feed ingredients for livestock, poultry, aquatic products, fish meal, fish oil, fish fat, and other agricultural and forestry raw materials, animals* ***(excluding wholesale of goods in the list of goods that foreign investors and economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, distribution rights such as: Tobacco and cigars, books, newspapers and magazines, video recordings, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar.)***
2.	4632	Bán buôn thực phẩm *Chi tiết: kinh doanh, xuất nhập khẩu các mặt hàng thủy sản, rau, củ, quả tươi sống, đông lạnh và qua chế biến, thịt và các sản phẩm từ thịt, dầu, mỡ động vật và các mặt hàng thực phẩm*	Bán buôn thực phẩm *Chi tiết: kinh doanh, xuất nhập khẩu các mặt hàng thủy sản, rau, củ, quả tươi sống, đông lạnh và qua chế biến, thịt và các sản phẩm từ thịt, dầu, mỡ động vật và các mặt hàng thực phẩm khác* ***(không bao gồm bán buôn các hàng hóa thuộc***

Stt/ No	Mã ngành/ Code	Tên ngành nghề đăng ký trước khi sửa đổi/ Registered Business Line Name before amendment	Tên ngành nghề đăng ký sau khi sửa đổi/ Registered Business Line Name after amendment
		khác./ *Wholesale of food* *Details: Trading and import-export of seafood, fresh, frozen and processed vegetables, meat and meat products, animal oil and fat, and other food products.*	***danh mục hàng hóa mà nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối như: Thuốc lá và xì gà, sách, báo và tạp chí, vật phẩm ghi hình, kim loại quý và đá quý, dược phẩm, thuốc nổ, dầu thô và dầu đã qua chế biến, gạo, đường mía và đường củ cải.)/*** *Wholesale of food* *Details: Trading and import-export of seafood, fresh, frozen and processed vegetables, meat and meat products, animal oil and fat, and other food products* ***(excluding wholesale of goods on the list of goods for which foreign investors or foreign-invested economic organizations are not allowed to exercise the rights of export, import, or distribution such as: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and stones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)***
3.	4659	Bán buôn máy móc, thiết bị và phụ tùng máy khác *Chi tiết: Bán buôn máy móc, thiết bị điện, vật liệu điện (máy phát điện, động cơ điện, dây điện và thiết bị khác dùng trong mạch điện), máy móc, thiết bị sử dụng, thu nạp năng lượng mặt trời, năng lượng gió, năng lượng tái tạo và máy móc, thiết bị, phụ tùng máy khác./* *Wholesale of other machinery, equipment, and spare parts.* *Details: Wholesale of electrical machines and equipment, electrical materials (generators, electric motors, wires, and other circuit equipment), solar, wind, renewable energy machines and devices, and other machinery, equipment, and*	Bán buôn máy móc, thiết bị và phụ tùng máy khác *Chi tiết: Bán buôn máy móc, thiết bị điện, vật liệu điện (máy phát điện, động cơ điện, dây điện và thiết bị khác dùng trong mạch điện), máy móc, thiết bị sử dụng, thu nạp năng lượng mặt trời, năng lượng gió, năng lượng tái tạo và máy móc, thiết bị, phụ tùng máy khác* ***(không bao gồm bán buôn các hàng hóa thuộc danh mục hàng hóa mà nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối như: Thuốc lá và xì gà, sách, báo và tạp chí, vật phẩm ghi hình, kim loại quý và đá quý, dược phẩm, thuốc nổ, dầu thô và dầu đã qua chế biến, gạo, đường mía và đường củ cải.)/*** *Wholesale of other machinery, equipment and spare parts.*

Stt/ No	Mã ngành/ Code	Tên ngành nghề đăng ký trước khi sửa đổi/ Registered Business Line Name before amendment	Tên ngành nghề đăng ký sau khi sửa đổi/ Registered Business Line Name after amendment
		spare parts.	*Details:Wholesale of electrical machines and equipment, electrical materials (generators, electric motors, wires, and other circuit equipment), solar, wind, renewable energy machines and devices, and other machinery, equipment, and spare parts* ***(excluding wholesale of goods on the list of goods for which foreign investors or foreign-invested economic organizations are not allowed to exercise the rights of export, import, or distribution such as: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and stones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)***
4.	4669	Bán buôn chuyên doanh khác chưa được phân vào đâu *Chi tiết: Mua bán phế liệu, phế phẩm ngành thủy sản; Kinh doanh vật tư, thiết bị, công cụ phục vụ ngành chăn nuôi, nuôi trồng thủy sản./* Other specialized wholesale not elsewhere classified *Details: Trading of scrap, by-products from the seafood industry; Trading in supplies, equipment, and tools serving animal husbandry and aquaculture.*	Bán buôn chuyên doanh khác chưa được phân vào đâu *Chi tiết: Mua bán phế liệu, phế phẩm ngành thủy sản; Kinh doanh vật tư, thiết bị, công cụ phục vụ ngành chăn nuôi, nuôi trồng thủy sản* ***(không bao gồm bán buôn các hàng hóa thuộc danh mục hàng hóa mà nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối như sau: Thuốc lá và xì gà, sách, báo và tạp chí, vật phẩm ghi hình, kim loại quý và đá quý, dược phẩm, thuốc nổ, dầu thô và dầu đã qua chế biến, gạo, đường mía và đường củ cải.)/*** *Other specialized wholesale not elsewhere classified.* *Details: Trading of scrap, by-products from the seafood industry; Trading in supplies, equipment, and tools serving animal husbandry and aquaculture* ***(excluding wholesale of goods on the list of goods for which foreign investors or foreign-invested economic organizations are not allowed to exercise the rights of export, import, or distribution such as: tobacco and cigars, books, newspapers and magazines, recorded items, precious***

Stt/ No	Mã ngành/ Code	Tên ngành nghề đăng ký trước khi sửa đổi/ Registered Business Line Name before amendment	Tên ngành nghề đăng ký sau khi sửa đổi/ Registered Business Line Name after amendment
			metals and stones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)
5.	6810	Kinh doanh bất động sản, quyền sử dụng đất thuộc chủ sở hữu, chủ sử dụng hoặc đi thuê *Chi tiết: Kinh doanh bất động sản, quyền sử dụng đất thuộc chủ sở hữu, chủ sử dụng hoặc đi thuê; Cho thuê nhà, văn phòng, mặt bằng, nhà kho, nhà xưởng, bến bãi, cầu cảng; Cho thuê, điều hành, quản lý nhà và đất ở; Cho thuê, điều hành quản lý nhà và đất không để ở Đầu tư và kinh doanh bệnh viện, trường học, nhà các loại, khu dân cư, khu thương mại, resort, khu du lịch, khu vui chơi giải trí, khu thể dục thể thao, chợ, khách sạn, nhà hàng, nhà dưỡng lão./ Real estate business, land use rights under ownership, use rights, or lease* *Details: Real estate business, land use rights under ownership, use rights, or lease; Leasing of houses, offices, premises, warehouses, factories, yards, and ports; Leasing, operating, and managing residential and non-residential properties; Investment and business in hospitals, schools, residential houses, commercial zones, resorts, tourism areas, amusement parks, sports areas, markets, hotels, restaurants, nursing homes*	Kinh doanh bất động sản, quyền sử dụng đất thuộc chủ sở hữu, chủ sử dụng hoặc đi thuê *Chi tiết: Kinh doanh bất động sản, quyền sử dụng đất thuộc chủ sở hữu, chủ sử dụng hoặc đi thuê; Cho thuê nhà, văn phòng, mặt bằng, nhà kho, nhà xưởng, bến bãi, cầu cảng; Cho thuê, điều hành, quản lý nhà và đất ở; Cho thuê, điều hành quản lý nhà và đất không để ở Đầu tư và kinh doanh bệnh viện, trường học, nhà các loại, khu dân cư, khu thương mại, resort, khu du lịch, khu vui chơi giải trí, khu thể dục thể thao, chợ, khách sạn, nhà hàng, nhà dưỡng lão* ***(không bao gồm kinh doanh bất động sản trong lĩnh vực Đầu tư xây dựng hạ tầng nghĩa trang, nghĩa địa để chuyển nhượng quyền sử dụng đất gắn với hạ tầng)/*** *Real estate business, land use rights under ownership, use rights, or lease* *Details:Real estate business, land use rights under ownership, use rights, or lease; Leasing of houses, offices, premises, warehouses, factories, yards, and ports; Leasing, operating, and managing residential and non-residential properties; Investment and business in hospitals, schools, residential houses, commercial zones, resorts, tourism areas, amusement parks, sports areas, markets, hotels, restaurants, nursing homes* ***(excluding real estate business in the field of investment in cemetery infrastructure development for transfer of land use rights associated with infrastructure).***

3. Nội dung ủy quyền:/ Authorization:

Trên cơ sở các ngành nghề kinh doanh sửa đổi nêu trên được ĐHĐCĐ thông qua, ĐHĐCĐ ủy quyền cho HĐQT thực hiện đăng ký thay đổi ngành nghề kinh doanh tại Cơ quan đăng ký kinh doanh, thông qua việc sửa đổi Điều lệ Công ty liên quan đến nội dung thay đổi ngành nghề kinh doanh và thực hiện các thủ tục cần thiết theo quy định pháp luật có liên quan đến việc thay đổi ngành nghề kinh doanh của Công ty./ *Based on the approved amendments to business lines by the General Meeting of Shareholders, the General Meeting of Shareholders*

CTY CP XNK TS CẦN THƠ ***/ CAN THO IMPORT EXPORT SEAFOOD JSC*** *(CASEAMEX)*	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc /** ***THE SOCIALIST REPUBLIC OF VIETNAM*** ***Independence – Freedom – Happiness***
Số/ *No.*: 54../TT-HĐQT.2025	*Tp.Cần Thơ, ngày 03 tháng 06 năm 2025/* *Can Tho City, day 03 month 06 year 2025*

TỜ TRÌNH / *PROPOSALS*

V/v: Thông qua Phương án phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu /
Re: Approval of the plan for stock issuance to increase charter capital from the owner's equity.

Kính gửi: **Đại hội đồng cổ đông thường niên năm 2025**
Công ty Cổ phần Xuất nhập khẩu Thuỷ sản Cần Thơ /

To: ***The 2025 Annual General Meeting of Shareholders***
Can Tho Import Export Seafood Joint Stock Company

Căn cứ: / Pursuant to:

- *Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hoà xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020; /*
  The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- *Luật Chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hoà xã hội chủ nghĩa Việt Nam thông qua ngày 26/11/2019; Luật số 56/2024/QH15 ngày 29/11/2024 sửa đổi, bổ sung một số điều của Luật Chứng khoán; /*
  The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;
- *Nghị định số 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán; /*
  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;
- *Điều lệ tổ chức và hoạt động của Công ty Cổ phần Xuất nhập khẩu Thủy sản Cần Thơ. /*
  The Charter on the organization and operation of Can Tho Import Export Seafood Joint Stock Company.

Hiện nay, Công ty Cổ phần Xuất nhập khẩu Thủy sản Cần Thơ đang triển khai đợt phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu và chào bán thêm cổ phiếu cho cổ đông hiện hữu theo phương án phát hành cổ phiếu đã được thông qua tại Nghị quyết ĐHĐCĐ thường niên năm 2024 ngày 25/05/2024 và Giấy chứng nhận đăng ký chào bán thêm cổ phiếu ra công chúng số 122/GCN-UBCK ngày 13/05/2025 do UBCKNN cấp. /

Currently, Can Tho Import Export Seafood Joint Stock Company is implementing a share issuance to increase its charter capital from owner's equity and offering additional shares to existing shareholders under the stock issuance plan approved in the 2024 Annual General Meeting of Shareholders dated May 25, 2024, and pursuant to the Certificate of Registration for Public Share Offering No. 122/GCN-UBCK dated May 13, 2025, issued by the State Securities Commission of Vietnam (SSC).

Sau khi hoàn tất đợt phát hành này *(dự kiến trong tháng 7/2025)*, vốn điều lệ của Công ty dự kiến sẽ tăng từ 150.923.260.000 đồng lên 181.107.900.000 đồng, số lượng cổ phiếu lưu hành tăng từ 15.092.326 cổ phiếu lên 18.110.790 cổ phiếu *(Vốn điều lệ và số lượng cổ phiếu lưu hành thực tế sau đợt phát hành phụ thuộc vào kết quả phân phối của đợt phát hành cổ phiếu). /*

Upon the completion of this issuance (expected in July 2025), the Company's charter capital is expected to increase from 150.923.260.000 VND to 181.107.900.000 VND, and the number of outstanding shares will increase from 15.092.326 shares to 18.110.790 shares (the actual charter capital and number of outstanding shares after the issuance will depend on the final allocation result of the share offering).

Để tiếp tục gia tăng năng lực tài chính và đáp ứng nhu cầu vốn cho hoạt động kinh doanh của Công ty trong thời gian sắp tới, Hội đồng Quản trị kính trình Đại hội đồng cổ đông thông qua Phương án phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu với nội dung như sau:/

In order to further strengthen its financial capacity and meet the capital needs for the Company's upcoming business activities, the Board of Directors respectfully submits for approval by the General Meeting of Shareholders the plan for stock issuance to increase charter capital from owner's equity with the details as follows:

A. PHƯƠNG ÁN PHÁT HÀNH / *STOCK ISSUANCE PLAN*

1. Tên cổ phiếu phát hành: / ***Name of the stock to be issued:***	Cổ phiếu Công ty Cổ phần Xuất nhập khẩu Thủy sản Cần Thơ / *Shares of Can Tho Import Export Seafood Joint Stock Company*
2. Mã chứng khoán: / ***Stock code:***	CCA
3. Loại cổ phiếu: / ***Type of stock:***	Cổ phiếu phổ thông / *Common shares*
4. Mệnh giá cổ phiếu: / ***Par value per share:***	10.000 đồng/cổ phiếu / *10,000 VND/share*

5. Vốn điều lệ trước đợt phát hành: / ***Charter capital prior to the issuance:***	181.107.900.000 đồng *(Vốn điều lệ dự kiến sau đợt phát hành cổ phiếu theo phương án đã được thông qua tại Nghị quyết ĐHĐCĐ thường niên năm 2024 ngày 25/05/2024. Vốn điều lệ thực tế phụ thuộc vào kết quả phân phối của đợt phát hành cổ phiếu.) /* *181.107.900.000 VND* ***(This is the projected charter capital after the share issuance under the plan approved by the 2024 Annual General Meeting of Shareholders on May 25, 2024. The actual charter capital will depend on the final allocation result of the share offering.)***
6. SLCP lưu hành trước đợt phát hành: / ***Number of outstanding shares prior to the issuance:***	18.110.790 cổ phiếu *(SLCP lưu hành dự kiến sau đợt phát hành cổ phiếu theo phương án đã được thông qua tại Nghị quyết ĐHĐCĐ thường niên năm 2024 ngày 25/05/2024. SLCP lưu hành thực tế phụ thuộc vào kết quả phân phối của đợt phát hành cổ phiếu.) /* *18.110.790 shares* ***(This is the projected number of outstanding shares after the share issuance under the plan approved by the 2024 Annual General Meeting of Shareholders on May 25, 2024. The actual number of outstanding shares will depend on the final allocation result of the share offering.)***
7. Số lượng cổ phiếu dự kiến phát hành thêm: / ***Number of additional shares to be issued:***	*Tối đa 3.622.158 cổ phiếu* *(Số lượng cổ phiếu thực tế phát hành sẽ được điều chỉnh theo mức vốn điều lệ thực tế của Công ty tại thời điểm triển khai phát hành, đảm bảo tỷ lệ phát hành để tăng vốn cổ phần từ nguồn vốn chủ sở hữu là 20% số lượng cổ phiếu lưu hành theo phương án đã được ĐHĐCĐ thông qua).* *Maximum of 3.622.158 shares* ***(The actual number of shares to be issued will be adjusted based on the Company's actual charter capital at the time of issuance, ensuring that the issuance ratio to increase charter capital from owner's equity is 20% of the outstanding shares as approved by the General Meeting of Shareholders.)***
8. Tổng giá trị phát hành theo mệnh giá dự kiến: / ***Total expected issuance value at par value:***	36.221.580.000 đồng / *36.221.580.000 VND*
9. Vốn điều lệ dự kiến sau phát hành: / ***Expected charter capital after issuance:***	217.329.480.000 đồng / *217.329.480.000 VND*

10. Số lượng cổ phiếu dự kiến sau phát hành: / ***Expected number of shares after issuance:***	21.732.948 cổ phiếu / *21.732.948 shares*
11. Tỷ lệ phát hành *(SLCP dự kiến phát hành /SLCP lưu hành)*: / ***Issuance ratio (New shares / Outstanding shares):***	20%
12. Đối tượng phát hành: / ***Target participants:***	Cổ đông hiện hữu có tên trong danh sách tại ngày đăng ký cuối cùng chốt danh sách cổ đông để thực hiện quyền nhận cổ phiếu phát hành để tăng vốn cổ phần từ nguồn vốn chủ sở hữu. / *Existing shareholders whose names appear on the list as of the record date for exercising the right to receive shares issued to increase charter capital from owner's equity.*
13. Hình thức phát hành: / ***Issuance method:***	Phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu. / *Issuance of shares to increase charter capital from owner's equity.*
14. Nguồn vốn sử dụng để phát hành cổ phiếu tăng vốn cổ phần từ nguồn vốn chủ sở hữu: / ***Capital source for issuance to increase charter capital from owner's equity:***	Nguồn thặng dư vốn cổ phần lũy kế đến thời điểm 31/12/2024 căn cứ trên Báo cáo tài chính kiểm toán năm 2024 của Công ty./ *Share premium accumulated up to December 31, 2024, based on the Company's audited financial statements for the year 2024.*

15. Tỷ lệ thực hiện quyền: / *Rights execution ratio:*

Tỷ lệ thực hiện quyền: 5:1 *(tương đương tỷ lệ phát hành 20%)* /

Execution ratio: 5:1 (equivalent to a 20% issuance ratio)

Tại ngày chốt danh sách cổ đông để thực hiện quyền nhận cổ phiếu phát hành để tăng vốn cổ phần từ nguồn vốn chủ sở hữu, cổ đông sở hữu 05 cổ phiếu sẽ được nhận 01 cổ phiếu phát hành thêm. /

On the record date for shareholders to receive bonus shares issued to increase charter capital from owner's equity, each shareholder holding 05 shares will receive 01 additional share.

Phương án xử lý cổ phiếu lẻ: Cổ phiếu phát hành để tăng vốn cổ phần từ nguồn vốn chủ sở hữu sẽ được làm tròn xuống đến hàng đơn vị. Phần lẻ thập phân phát sinh *(nếu có)* sẽ bị hủy bỏ. /

Handling of fractional shares: The number of shares issued from owner's equity will be

rounded down to the nearest whole number. Any resulting fractional shares (if any) will be cancelled.

*Ví dụ: Cổ đông A sở hữu 101 cổ phiếu tại ngày chốt danh sách cổ đông để thực hiện quyền nhận cổ phiếu phát hành thêm để tăng vốn cổ phần từ nguồn vốn chủ sở hữu. Với tỷ lệ 5:1 (tương đương 20%), cổ đông A nhận được 20,2 cổ phiếu phát hành thêm (101 * 20%). Theo nguyên tắc xử lý cổ phiếu lẻ nêu trên, cổ đông A nhận được 20 cổ phiếu phát hành thêm, số cổ phiếu lẻ 0,2 cổ phiếu sẽ bị hủy bỏ. /*

*Example: Shareholder A holds 101 shares on the record date. With a 5:1 ratio (equivalent to 20%), shareholder A is entitled to receive 20,2 additional shares (101 * 20%). According to the fractional share handling rule above, shareholder A will receive 20 additional shares and the fractional 0,2 share will be cancelled.*

Quyền nhận cổ phiếu phát hành để tăng vốn cổ phần từ nguồn vốn chủ sở hữu không được phép chuyển nhượng. /

Transferability: The right to receive shares issued to increase charter capital from owner's equity is non-transferable.

16. Các hạn chế liên quan đến việc chuyển nhượng cổ phần: / *Restrictions related to share transfer:*

Cổ phiếu phát hành thêm để tăng vốn cổ phần từ nguồn vốn chủ sở hữu là cổ phiếu phổ thông, không bị hạn chế chuyển nhượng. /

The additional shares issued to increase charter capital from owner 's equity are common shares and are not subject to transfer restrictions.

17. Phương án đảm bảo việc phát hành cổ phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài/ *Plan to ensure compliance with foreign ownership ratio regulations for the share issuance*

ĐHĐCĐ ủy quyền cho HĐQT thông qua phương án đảm bảo việc phát hành cổ phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài tại Công ty theo quy định. /

The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that the share issuance complies with the regulations on the foreign ownership ratio at the Company in accordance with applicable laws.

18. Thời gian thực hiện: / *Implementation timeline:*

Dự kiến trong năm 2025 - 2026, sau khi Công ty hoàn tất thủ tục đăng ký phát hành và được UBCKNN thông báo về việc nhận được đầy đủ tài liệu báo cáo phát hành. /

Expected to take place during 2025-2026, after the Company completes the registration procedures and is notified by the State Securities Commission of Vietnam (SSC) that all issuance reporting documents have been duly received.

19. Đăng ký lưu ký và đăng ký giao dịch bổ sung cổ phiếu: /

Registration for depository and additional share listing:

Toàn bộ số lượng cổ phiếu phát hành thành công sẽ được đăng ký bổ sung tại Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam và đăng ký giao dịch bổ sung tại Sở Giao dịch Chứng khoán Hà Nội sau khi kết thúc đợt phát hành. /

All successfully issued shares will be additionally registered with the Vietnam Securities Depository and Clearing Corporation and listed for additional trading on the Hanoi Stock Exchange after the offering is completed.

B. ỦY QUYỀN / *AUTHORIZATION*

ĐHĐCĐ ủy quyền cho Hội đồng quản trị quyết định tất cả các vấn đề liên quan đến việc phát hành cổ phiếu phù hợp với quy định của Pháp luật và điều lệ Công ty, bao gồm: /

The General Meeting of Shareholders authorizes the Board of Directors to decide on all matters related to the share issuance in compliance with applicable laws and the Company's Charter, including:

- Xác định lại số lượng cổ phiếu phát hành để tăng vốn cổ phần từ nguồn vốn chủ sở hữu *(tỷ lệ 20% số lượng cổ phiếu lưu hành)* theo vốn điều lệ thực tế và số lượng cổ phiếu lưu hành thực tế của Công ty tại thời điểm triển khai thực hiện. / *Determining the number of shares to be issued to increase charter capital from the owner's equity (equivalent to 20% of outstanding shares) based on the Company's actual charter capital and number of outstanding shares at the time of implementation.*

- Lựa chọn thời điểm phát hành cụ thể và thực hiện các thủ tục cần thiết liên quan đến việc hoàn tất phương án phát hành, xin phép phát hành và triển khai thực hiện theo đúng quy định của Điều lệ Công ty và pháp luật hiện hành, đảm bảo lợi ích cho cổ đông. /

  Selecting the specific timing of the issuance and carrying out necessary procedures related to finalizing the issuance plan, applying for issuance approval, and implementing the plan in accordance with the Company's Charter and prevailing laws, ensuring shareholder interests.

- Chủ động xây dựng, giải trình hồ sơ xin phép phát hành gửi Ủy ban Chứng khoán Nhà nước. Trong trường hợp cần thiết, Hội đồng quản trị được quyền điều chỉnh, sửa đổi các nội dung phương án phát hành này khi có ý kiến của cơ quan nhà nước có thẩm quyền đảm bảo phù hợp với quy định của pháp luật và điều lệ Công ty *(nếu có)*. /

  Proactively preparing and submitting the application dossier for issuance to the State Securities Commission. If necessary, the Board of Directors is authorized to revise or adjust the contents of the issuance plan in accordance with feedback from competent authorities to ensure compliance with applicable laws and the Company's Charter (if any).

- Thông qua phương án đảm bảo việc phát hành cổ phiếu đáp ứng quy định về tỷ lệ sở hữu

nước ngoài tại Công ty theo quy định. /

Approving the plan to ensure that the share issuance complies with regulations on foreign ownership limits at the Company.

- Quyết định xử lý đối với cổ phiếu lẻ, chưa phân phối hết. /

  Deciding on the handling of odd shares or unsubscribed shares.

- Phê chuẩn các hợp đồng và các tài liệu khác liên quan đến việc phát hành cổ phiếu. / *Approving contracts and documents related to the share issuance.*

- Hoàn tất các thủ tục theo quy định để tăng vốn điều lệ của Công ty; thực hiện việc sửa đổi, bổ sung điều lệ Công ty liên quan đến việc thay đổi mức vốn điều lệ sau khi hoàn tất phát hành cổ phiếu; thực hiện thủ tục đăng ký thay đổi vốn điều lệ với Sở Kế hoạch và Đầu tư; thực hiện các công việc cần thiết để đăng ký lưu ký bổ sung tại Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam và đăng ký giao dịch bổ sung tại SGDCK Hà Nội đối với số cổ phần phát hành thêm. /

  Completing the procedures required to increase the Company's charter capital; amending and supplementing the Company's Charter to reflect the change in charter capital after the share issuance; registering the change of charter capital with the Department of Planning and Investment; and performing necessary tasks to register the additional shares with the Vietnam Securities Depository and Clearing Corporation and the Hanoi Stock Exchange.

- Tất cả các vấn đề khác liên quan. /

  All other related matters.

Hội đồng quản trị kính trình Đại hội đồng cổ đông xem xét và thông qua. /

The Board of Directors respectfully submits this proposal for consideration and approval by the General Meeting of Shareholders.

Trân trọng kính trình. /

Respectfully submitted.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH /
O/B. BOARD OF DIRECTORS
CHAIRMAN

NGUYỄN CHÍ THẢO

Nơi nhận: / Recipients:
- *Như trên. / As above*
- *Lưu: VT, HĐQT. / Archive: Files, BOD*

CTY CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Số/ No. : 54/TT-HĐQT.2025

TP Cần Thơ, ngày 03 tháng 06 năm 2025
Can Tho City, day 03 month 06 year 2025

TỜ TRÌNH
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025

V/v: Bầu cử thành viên HĐQT, BKS nhiệm kỳ 2025-2030

PROPOSAL

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Re: Election of members of the Board of Directors and Supervisory Board for the 2025-2030 term

Căn cứ:/ Pursuant to:

- *Luật Doanh Nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hoà xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020:/ Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.*
- *Điều lệ tổ chức và hoạt động của Công ty Cổ phần Xuất Nhập Khẩu Thủy Sản Cần Thơ:/ Charter on organization and operation of Can Tho Import Export Seafood Joint Stock Company*

Hiện nay, nhiệm kỳ HĐQT và BKS 2020-2025 của Công ty đã kết thúc. Nhằm đảm bảo các công tác quản trị điều hành của HĐQT và sự giám sát của BKS đối với hoạt động kinh doanh của Công ty, Hội đồng quản trị Công ty Cổ phần Xuất Nhập Khẩu Thủy Sản Cần Thơ kính trình Đại hội đồng cổ đông phê chuẩn thông qua việc bầu cử thành viên HĐQT, BKS nhiệm kỳ 2025-2030 với các nội dung như sau:/ *Currently, the term of the Board of Directors (BOD) and Board of Supervisors (BOS) for 2020-2025 of the Company has ended. To ensure the management and operation of the BOD and the supervision of the BOS over the Company's business activities, the Board of Directors of Can Tho Import Export Seafood Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the election of members of the BOD and BOS for the 2025-2030 term with the following contents:*

1. Miễn nhiệm tư cách thành viên HĐQT và BKS nhiệm kỳ 2020-2025./ *Dismissal of the membership of the BOD and BOS for the 2020-2025 term.*
2. Thông qua số lượng thành viên HĐQT và BKS nhiệm kỳ 2025-2030:/ *Approval of the number of members of the BOD and BOS for the 2025-2030 term:*

- Số lượng thành viên HĐQT : 07 thành viên./
  Number of BOD members : 07 members.
- Số lượng thành viên BKS : 03 thành viên./
  Number of BOS members : 03 members.

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
O/B. BOARD OF DIRECTORS
CHAIRMAN

Nơi nhận:/ Recipients:
- Như trên:/ As above
- Lưu VP.HĐQT./ Archive: BOD office.

M.S.D.N: 1800632306 - C.T.C.P
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ (CASEAMEX)
Ô MÔN - TP. CẦN THƠ

NGUYỄN CHÍ THẢO

CÔNG TY CỔ PHẦN
XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ /
CAN THO IMPORT EXPORT SEAFOOD
JOINT STOCK COMPANY
---------o0o---------

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập –Tự do – Hạnh phúc /
THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness
---------o0o---------

Cần Thơ, ngày 03 tháng 06 năm 2025/
Can Tho, day 03 month 06 year 2025

QUY CHẾ BẦU CỬ
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025
CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN CẦN THƠ /

ELECTION REGULATIONS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY

- *Căn cứ Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;/ Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*
- *Căn cứ Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;/ Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020;*
- *Căn cứ Điều lệ CTCP Xuất nhập khẩu Thủy sản Cần Thơ./ Pursuant to the Charter of Can Tho Import Export Seafood Joint Stock Company;*

Đại hội đồng cổ đông thường niên năm 2025 của Công ty Cổ phần Xuất nhập khẩu Thủy sản Cần Thơ sẽ tiến hành bầu cử Hội đồng quản trị và Ban kiểm soát nhiệm kỳ 2025-2030 theo các nội dung dưới đây: / *The 2025 Annual General Meeting of Shareholders of Can Tho Import Export Seafood Joint Stock Company will conduct the election of the Board of Directors and the Board of Supervisors for the 2025–2030 term based on the following provisions:*

1. Đối tượng thực hiện bầu cử/ *Eligible voters*

Tất cả các cổ đông sở hữu cổ phần phổ thông có quyền biểu quyết tham dự đại hội hoặc là đại diện theo ủy quyền của cổ đông sở hữu cổ phần phổ thông có quyền biểu quyết có mặt tại Đại hội. Mỗi cổ phần đại diện cho 01 quyền biểu quyết, tổng số lượng cổ phần sở hữu bằng tổng số lượng quyền biểu quyết./ *All shareholders holding common shares with voting rights attending the General Meeting or authorized representatives of shareholders holding common shares with voting rights who are present at the Meeting. Each share represents one voting right, and the total number of shares held corresponds to the total number of voting rights.*

2. Tiêu chuẩn các ứng viên tham gia HĐQT (theo quy định tại Điều 155 Luật Doanh nghiệp và Điều 275, Điều 276 Nghị định 155/2020/NĐ-CP)/ ***Qualifications for candidates to the Board of Directors*** *(pursuant to Article 155 of the Enterprise Law and Articles 275, 276 of Decree No. 155/2020/NĐ-CP)*

- Có năng lực hành vi dân sự đầy đủ, không thuộc đối tượng không được quản lý doanh nghiệp theo quy định tại khoản 2 Điều 17 của Luật doanh nghiệp;/ *Must have full legal capacity and not fall under the categories prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law;*

- Có trình độ chuyên môn, kinh nghiệm trong quản lý kinh doanh của công ty và không nhất thiết phải là cổ đông của công ty;/ *Must possess professional qualifications and experience in business management relevant to the company's operations and are not required to be shareholders of the company;*

- Chủ tịch Hội đồng quản trị không được kiêm nhiệm chức danh Tổng giám đốc (Giám đốc) của 01 công ty đại chúng./ *The Chairperson of the Board of Directors shall not concurrently hold the position of General Director (Director) of a public company;*

- Thành viên Hội đồng quản trị công ty có thể đồng thời là thành viên Hội đồng quản trị của công ty khác. Thành viên Hội đồng quản trị của một công ty đại chúng chỉ được đồng thời là thành viên Hội đồng quản trị tại tối đa 05 công ty khác./ *A member of the Board of Directors may concurrently serve on the Board of Directors of other companies. However, a Board member of a public company may only concurrently serve as a Board member in up to five (05) other companies;*

- Cơ cấu Hội đồng quản trị của công ty đại chúng phải đảm bảo tối thiểu một phần ba (1/3) tổng số thành viên Hội đồng quản trị là thành viên không điều hành./ *The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of its total members are non-executive members.*

3. **Tiêu chuẩn các ứng viên tham gia BKS (theo quy định tại** Điều 169 Luật Doanh nghiệp và Điều 286 Nghị định 155/2020/NĐ-CP**)/ *Qualifications for candidates to the Board of Supervisors (pursuant to Article 169 of the Enterprise Law and Article 286 of Decree No. 155/2020/ND-CP)***

- Có năng lực hành vi dân sự đầy đủ, không thuộc đối tượng không được quản lý doanh nghiệp theo quy định tại khoản 2 Điều 17 của Luật doanh nghiệp;/ *Must have full legal capacity and not fall under the categories prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law;*

- Được đào tạo một trong các chuyên ngành về kinh tế, tài chính, kế toán, kiểm toán, luật, quản trị kinh doanh hoặc chuyên ngành phù hợp với hoạt động kinh doanh của doanh nghiệp;/ *Must be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or another major relevant to the company's line of business;*

- Không phải là người có quan hệ gia đình của thành viên Hội đồng quản trị, Giám đốc hoặc Tổng giám đốc và người quản lý khác;/ *Must not be a family member of any member of the Board of Directors, the General Director (Director), or other key management personnel;*

- Không phải là người quản lý công ty; không nhất thiết phải là cổ đông hoặc người lao động của công ty;/ *Must not hold any managerial position in the company; being a shareholder or employee of the company is not required;*

- Không thuộc các trường hợp sau:/ *Must not fall under the following cases:*

  + Làm việc trong bộ phận kế toán, tài chính của công ty;/ *Working in the company's accounting or finance department;*

+ Là thành viên hay nhân viên của tổ chức kiểm toán được chấp thuận thực hiện kiểm toán các báo cáo tài chính của công ty trong 03 năm liền trước đó./ *Being a member or employee of the auditing firm that was approved to audit the company's financial statements in any of the past three (03) consecutive years.*

4. Quyền đề cử, ứng cử thành viên HĐQT và thành viên BKS/ *Nomination and candidacy rights for members of the BOD and BOS*

- Đối với quyền đề cử, ứng cử thành viên HĐQT theo quy định tại Khoản 2 Điều 25 Điều lệ Công ty: *"Các cổ đông nắm giữ tối thiểu 5% số cổ phần có quyền biểu quyết trong thời hạn liên tục ít nhất sáu tháng có quyền gộp số quyền biểu quyết của từng người lại với nhau để đề cử các ứng viên Hội đồng quản trị. Cổ đông hoặc nhóm cổ đông nắm giữ đến dưới 10% số cổ phần có quyền biểu quyết trong thời hạn liên tục ít nhất sáu tháng được đề cử một thành viên; từ 10% đến dưới 30% được đề cử hai thành viên; từ 30% đến dưới 50% được đề cử ba thành viên; từ 50% đến dưới 65% được đề cử bốn thành viên và nếu từ 65% trở lên được đề cử đủ số ứng viên."/*

  Regarding the right to nominate and stand for election to the Board of Directors in accordance with Clause 2, Article 25 of the Company's Charter: "Shareholders holding at least 5% of the total voting shares for a consecutive period of at least six (06) months shall have the right to pool their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding up to but less than 10% of the total voting shares for a consecutive period of at least six (06) months may nominate one (01) candidate; from 10% to less than 30% may nominate two (02) candidates; from 30% to less than 50% may nominate three (03) candidates; from 50% to less than 65% may nominate four (04) candidates; and from 65% or more may nominate the full number of candidates."

- Đối với quyền đề cử, ứng cử thành viên BKS theo quy định tại Khoản 2 Điều 36 Điều lệ Công ty: *"Cổ đông nắm giữ ít hơn 10% cổ phần có quyền biểu quyết trong thời hạn liên tục ít nhất sáu tháng có thể tập hợp phiếu bầu vào với nhau để đề cử các ứng viên vào Ban kiểm soát. Cổ đông hoặc nhóm cổ đông nắm giữ đến dưới 10% số cổ phần có quyền biểu quyết trong thời hạn liên tục ít nhất sáu tháng được đề cử một thành viên; từ 10% đến dưới 30% được đề cử hai thành viên; từ 30% đến dưới 50% được đề cử ba thành viên; từ 50% đến dưới 65% được đề cử bốn thành viên và nếu từ 65% trở lên được đề cử đủ số ứng viên."/*

  Regarding the right to nominate and stand for election to the Board of Supervisors in accordance with Clause 2, Article 36 of the Company's Charter: "Shareholders holding less than 10% of the total voting shares for a consecutive period of at least six (06) months may pool their voting rights to nominate candidates to the Board of Supervisors. A shareholder or group of shareholders holding up to but less than 10% of the total voting shares for a consecutive period of at least six (06) months may nominate one (01) candidate; from 10% to less than 30% may nominate two (02) candidates; from 30% to less than 50% may nominate three (03) candidates; from 50% to less than 65% may nominate four (04) candidates; and from 65% or more may nominate the full number of candidates."

5. **Số lượng thành viên HĐQT và thành viên BKS được bầu/** ***Number of BOD and BOS members to be elected***

- Theo quy định tại Khoản 01 Điều 154 Luật Doanh nghiệp, Hội đồng quản trị có từ 03 đến 11 thành viên. Số lượng thành viên HĐQT nhiệm kỳ 2025 – 2030 là 07 thành viên./ *Pursuant to Clause 1, Article 154 of the Enterprise Law, the Board of Directors shall have between 03 and 11 members. For the 2025–2030 term, the number of members to be elected to the Board of Directors is 07.*
- Theo quy định tại Khoản 01 Điều 168 Luật Doanh nghiệp, Ban kiểm soát có từ 03 đến 05 thành viên. Số lượng thành viên BKS nhiệm kỳ 2025 – 2030 là 03 thành viên./ *Pursuant to Clause 1, Article 168 of the Enterprise Law, the Board of Supervisors shall have between 03 and 05 members. For the 2025–2030 term, the number of members to be elected to the Board of Supervisors is 03.*

6. **Phiếu bầu và ghi phiếu bầu/** ***Ballots and voting instructions***

- **Danh sách ứng cử viên Hội đồng quản trị, Ban kiểm soát:/** ***List of candidates for the Board of Directors and Board of Supervisors:***

  Danh sách ứng cử viên Hội đồng quản trị, Ban kiểm soát được ghi đầy đủ họ và tên trên phiếu bầu. Trường hợp Ban tổ chức chưa ghi đầy đủ tên của ứng cử viên trên phiếu bầu (trường hợp toàn bộ ứng cử viên phải giới thiệu tại đại hội) thì khi biểu quyết thông qua danh sách ứng cử viên, cổ đông tự điền đầy đủ họ và tên ứng cử viên vào phiếu bầu trước khi tiến hành bầu cử./ *The full names of candidates for the Board of Directors and the Board of Supervisors will be printed on the ballots. In cases where the Organizing Committee has not yet included the names of all candidates on the ballot (e.g., when candidates are introduced during the General Meeting), shareholders shall manually fill in the full names of the candidates on the ballot after the candidate list is approved and before voting begins.*

- **Phiếu bầu và ghi phiếu bầu:/** ***Ballots and voting procedures:***
  - Phiếu bầu cử Hội đồng quản trị, Ban kiểm soát được in thống nhất, được đóng dấu treo phía trên lá phiếu./ *The ballots for electing members of the Board of Directors and Board of Supervisors are uniformly printed and stamped with the Company's seal in the upper section;*
  - Có tổng số quyền bầu cử theo số lượng cổ phần của cổ đông nắm giữ và đại diện sở hữu theo ủy quyền *(nếu có)*:/ *The total number of voting rights is calculated based on the number of shares held by each shareholder and authorized ownership representative (if any);*
  - Cổ đông hoặc đại diện ủy quyền được phát phiếu bầu Hội đồng quản trị, Ban Kiểm soát theo mã số tham dự (sở hữu và được ủy quyền);/ *Shareholders or authorized representatives will receive ballots for the Board of Directors and Board of Supervisors elections, based on their registration number (for shareholders or authorized persons);*
  - Trường hợp ghi sai, cổ đông đề nghị Ban tổ chức đổi phiếu bầu khác:/ *In case of an error when filling in the ballot, the shareholder may request a replacement ballot from the Organizing Committee;*

- Cổ đông phải tự mình ghi số quyền biểu quyết bầu cho từng ứng cử viên vào ô trống của ứng cử viên đó trên phiếu bầu. Trong trường hợp uỷ quyền hợp lệ (có giấy uỷ quyền), người được uỷ quyền có đầy đủ quyền biểu quyết./ *Shareholders must fill in the number of votes for each candidate in the corresponding box on the ballot. In the case of valid authorization (with a written authorization letter), the authorized person has full voting rights.*

- **Các trường hợp phiếu bầu không hợp lệ:/ *Invalid ballots include:***
  - Phiếu không theo mẫu quy định của Công ty, không có dấu của Công ty:/ *Ballots not in the prescribed format of the Company or without the Company's seal;*
  - Phiếu gạch xoá, sửa chữa, ghi thêm và/hoặc ghi tên không đúng, không thuộc danh sách ứng cử viên đã được ĐHĐCĐ thống nhất thông qua trước khi tiến hành bỏ phiếu:/ *Ballots with erasures, corrections, unauthorized additions, or candidate names that do not match the list approved by the General Meeting prior to voting;*
  - Phiếu có tổng số quyền biểu quyết cho những ứng cử viên của cổ đông vượt quá tổng số quyền biểu quyết của cổ đông đó sở hữu/được ủy quyền./ *Ballots in which the total number of votes allocated by the shareholder to the candidates exceeds the number of votes the shareholder holds or is authorized to represent.*

7. Phương thức bầu cử/ *Voting method*

Việc biểu quyết bầu thành viên Hội đồng quản trị và Ban kiểm soát thực hiện bỏ phiếu kín theo phương thức bầu dồn phiếu:/ *The election of members of the Board of Directors and the Board of Supervisors shall be conducted by secret ballot using the cumulative voting method;*

Mỗi cổ đông có tổng số quyền biểu quyết tương ứng với tổng số cổ phần sở hữu nhân với số thành viên được bầu của Hội đồng quản trị/Ban kiểm soát:/ *Each shareholder shall have a total number of voting rights equal to the number of shares they own multiplied by the number of members to be elected to the Board of Directors/Board of Supervisors;*

Cổ đông có thể dồn hết tổng số quyền biểu quyết cho một hoặc một số ứng cử viên./ *Shareholders may allocate all of their voting rights to one or several candidates.*

8. Ban kiểm phiếu, nguyên tắc bỏ phiếu và kiểm phiếu/ *Vote-counting committee, voting and vote-counting principles*

- **Ban Kiểm phiếu:/ *Vote-Counting Committee:***

Ban Kiểm phiếu do Chủ tọa đề cử và được Đại hội đồng cổ đông thông qua:/ *The Vote-Counting Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders;*

Ban Kiểm phiếu có trách nhiệm:/ *The Vote-Counting Committee shall be responsible for;*

- Thông qua Quy chế bầu cử:/ *Approving the Election Regulations;*
- Giới thiệu phiếu và phát phiếu bầu; hướng dẫn cổ đông bầu cử và tiến hành kiểm phiếu:/ *Introducing and distributing ballots; guiding shareholders on voting procedures and conducting the vote counting process;*

- Công bố kết quả bầu cử trước Đại hội./ *Announcing the election results at the General Meeting.*

Thành viên Ban Kiểm phiếu không được có tên trong danh sách đề cử và ứng cử vào Hội đồng quản trị và Ban kiểm soát./ *Members of the Vote-Counting Committee shall not be listed as nominees or candidates for the Board of Directors or the Board of Supervisors.*

- **Nguyên tắc bỏ phiếu và kiểm phiếu:/ *Voting and vote-counting principles:***

Ban Kiểm phiếu tiến hành kiểm tra thùng phiếu trước sự chứng kiến của các cổ đông:/ *The Vote Counting Committee shall inspect the ballot box in the presence of the shareholders:*

Việc bỏ phiếu được bắt đầu khi việc phát phiếu bầu cử được hoàn tất và kết thúc khi cổ đông cuối cùng bỏ phiếu bầu vào thùng phiếu:/ *Voting shall begin once ballot distribution is completed and shall end after the last shareholder casts their vote into the ballot box;*

Việc kiểm phiếu phải được tiến hành ngay sau khi việc bỏ phiếu kết thúc:/ *Vote counting shall commence immediately after the voting session concludes;*

Kết quả kiểm phiếu được lập thành văn bản và được Trưởng Ban kiểm phiếu công bố trước Đại hội./ *The vote counting results shall be recorded in writing and announced at the General Meeting by the Head of the Vote-Counting Committee.*

9. Nguyên tắc bầu dồn phiếu, nguyên tắc trúng cử thành viên HĐQT, thành viên BKS/ *Principles of cumulative voting and election of members to the BOD and BOS*

- **Nguyên tắc bầu dồn phiếu:/ *Cumulative voting principle:***

Theo hướng dẫn quy định tại phụ lục đính kèm theo Quy chế này./ *In accordance with the guidelines provided in the appendix attached to this Regulation.*

- **Nguyên tắc trúng cử:/ *Election principle:***

Người trúng cử thành viên HĐQT/BKS được xác định theo số phiếu bầu cao nhất tính từ cao xuống thấp, bắt đầu từ ứng cử viên có số phiếu bầu cao nhất cho đến khi đủ số thành viên HĐQT/BKS đã được Đại hội đồng cổ đông thông qua:/ *Candidates elected as members of the BOD/BOS shall be determined based on the highest number of votes received, ranked in descending order, starting from the candidate with the highest vote count until the approved number of members is reached;*

Trường hợp số ứng cử viên trúng cử nhiều hơn số tối đa theo quy định do có nhiều ứng cử viên đạt tỷ lệ số phiếu chấp thuận bằng nhau thì Đại hội đồng cổ đông biểu quyết trực tiếp đối với những người đó./ *In the event that the number of elected candidates exceeds the maximum number allowed due to several candidates receiving an equal number of votes, the General Meeting of Shareholders shall conduct a direct vote among those candidates.*

10. Lập và công bố biên bản kiểm phiếu/ *Preparation and announcement of vote counting minutes*

Sau khi kiểm phiếu, Ban kiểm phiếu phải lập biên bản kiểm phiếu. Nội dung biên bản kiểm phiếu bao gồm: Tổng số cổ đông tham gia dự họp, tổng số cổ đông tham gia bỏ phiếu, tỷ lệ quyền biểu

quyết của cổ đông tham gia bỏ phiếu so với tổng số quyền biểu quyết của cổ đông tham gia dự họp (theo phương thức bầu dồn phiếu), số và tỉ lệ phiếu hợp lệ, phiếu không hợp lệ, phiếu trống; số và tỉ lệ quyền biểu quyết cho từng ứng cử viên vào HĐQT/BKS:/ *After vote counting, the Vote Counting Committee must prepare the vote counting minutes. The content of the minutes shall include: the total number of shareholders attending the meeting, the total number of shareholders who cast their votes, the percentage of voting rights represented by the voting shareholders compared to the total voting rights of all shareholders attending the meeting (based on the cumulative voting method), the number and percentage of valid, invalid, and blank ballots; and the number and percentage of voting rights received by each candidate for the BOD/BOS.*

Toàn văn Biên bản kiểm phiếu phải được công bố trước Đại hội./ *The full text of the vote counting minutes must be announced at the General Meeting.*

IV. HIỆU LỰC THI HÀNH/ *EFFECTIVENESS*

Quy định này được xin ý kiến thông qua tại Đại hội và có hiệu lực thi hành đối với tất cả các cổ đông tham dự Đại hội./ *These regulations shall be submitted for approval at the General Meeting and shall take effect for all shareholders participating in the General Meeting.*

TM. HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH /

O/B. BOARD OF DIRECTORS

CHAIRMAN



NGUYỄN CHÍ THẢO

HƯỚNG DẪN BẦU DỒN PHIẾU/ *GUIDELINES FOR CUMULATIVE VOTING*

1. Cách thức bầu dồn phiếu:/ *Cumulative voting method:*

Giả sử:/ *Assume the following scenario:*

- Đại hội đồng cổ đông bầu chọn 7 thành viên HĐQT trong tổng số 7 ứng viên và bầu chọn 3 thành viên BKS trong tổng số 3 ứng viên./ *The General Meeting of Shareholders is to elect 7 members to the Board of Directors from a total of 7 candidates, and elect 3 members to the Board of Supervisors from a total of 3 candidates.*
- Công ty X có 100 cổ phần. Cổ đông Nguyễn Văn A sở hữu 20 cổ phần chiếm 20% số cổ phần trong Công ty X. Việc bầu dồn phiếu được minh họa trong bảng sau:/ *Company X has 100 shares in total. Shareholder Mr. Nguyễn Văn A owns 20 shares, accounting for 20% of the total shares in Company X. The cumulative voting method is illustrated in the table below:*

TV.HĐQT/ *BOD members*	TV1/ *Member 1*	TV2/ *Member 2*	TV3/ *Member 3*	TV4/ *Member 4*	TV5/ *Member 5*	TV6/ *Member 6*	TV7/ *Member 7*
PA.1/ *Option 1*	140 phiếu/*votes*						
PA.2/ *Option 2*	20 phiếu/*votes*	20 phiếu/*votes*	20 phiếu/*votes*	20 phiếu/*votes*	20 phiếu/*votes*	20 phiếu/*votes*	20 phiếu/*votes*
PA.3/ *Option 3*	40 phiếu/*votes*	40 phiếu/*votes*	30 phiếu/*votes*	20 phiếu/*votes*	10 phiếu/*votes*		
PA.4/ *Option 4*							

Cổ đông A sở hữu 20 cổ phần. Số quyền biểu quyết của cổ đông A đối với bầu HĐQT là: (20 x 7) = 140 quyền biểu quyết./ *Shareholder A owns 20 shares. The number of voting rights shareholder A holds for electing the Board of Directors (BoD) is: (20 x 7) = 140 voting rights.*

Cổ đông Nguyễn Văn A có thể bầu dồn phiếu theo phương thức sau:/ *Shareholder Nguyen Van A may cast cumulative votes in the following ways:*

1. Dồn hết 140 quyền biểu quyết của mình cho 01 ứng cử viên thành viên HĐQT./*Allocate all 140 voting rights to a single BOD candidate.*
2. Chia đều 140 quyền biểu quyết cho 07 ứng cử viên thành viên HĐQT (*tương đương mỗi ứng cử viên nhận được 20 quyền biểu quyết của cổ đông Nguyễn Văn A*)./ *Divide the 140 voting rights equally among 7 BOD candidates (meaning each candidate receives 20 voting rights from shareholder Nguyen Van A)*
3. Dồn 140 quyền biểu quyết của mình cho một số ứng cử viên thành viên HĐQT bằng cách chia nhỏ 140 quyền biểu quyết cho từng ứng cử viên. Cổ đông Nguyễn Văn A có thể dồn 140 quyền biểu quyết của mình cho 2 hoặc 4 ứng cử viên theo những tỷ lệ quyền biểu quyết khác nhau./ *Distribute the 140 voting rights among some of the BOD candidates, allocating different numbers of votes to each. For example, shareholder Nguyen Van A may allocate the 140 votes to 2 or 4 candidates using various vote distribution ratios.*
4. Cổ đông Nguyễn Văn A có thể không bầu cho bất kỳ một ứng viên nào theo PA.4 thì cổ đông để trống./ *If shareholder Nguyễn Văn A chooses not to vote for any candidate like option 4, he may leave the ballot blank.*

5. Tổng số quyền biểu quyết cho những ứng viên không vượt quá 140 quyền biểu quyết. Trường hợp tổng số quyền biểu quyết cho những ứng cử viên đó của cổ đông Nguyễn Văn A vượt quá con số 140 quyền biểu quyết thì 140 quyền biểu quyết đó xem như không hợp lệ./ *The total number of voting rights assigned must not exceed 140. If the total number of votes cast for BOD candidates by shareholder Nguyen Van A exceeds 140, the ballot will be considered invalid.*

Tương tự đối với trường hợp bầu BKS/ *Similarly, in the case of electing the BOS:*

Cổ đông A sở hữu 20 cổ phần. Số quyền biểu quyết của cổ đông A đối với bầu BKS là: (20 x 3) = 60 quyền biểu quyết./ *Shareholder A holds 20 shares. The number of voting rights that Shareholder A has for electing the Board of Supervisors is: (20 x 3) = 60 voting rights.*

Thành viên BKS/ *BOS Member*	TV1/ *Member 1*	TV2/ *Member 2*	TV3/ *Member 3*
PA.1/ *Option 1*	60 phiếu/*votes*		
PA.2/ *Option 2*	20 phiếu/*votes*	20 phiếu/*votes*	20 phiếu/*votes*
PA.3/ *Option 3*	40 phiếu/*votes*	10 phiếu/*votes*	10 phiếu/*votes*
PA.4/ *Option 4*			