



CÔNG TY CỔ PHẦN THUỐC SÁT TRÙNG CẦN THƠ
CANTHO PESTICIDES JOINT-STOCK COMPANY (CPC)

51, Trương Văn Diễn, P. Phước Thới,
Q. Ô Môn, TP. Cần Thơ
Tel: (84-292) 3861770 Fax: (84-292) 3861798
Email: admin@tstcantho.com
Website: www.tstcantho.com.vn

No. /TB.CPC.2025

Can Tho, April 03, 2025

ANNOUNCEMENT

(Regarding the 2025 Annual General Meeting of Shareholders)

TO: SHAREHOLDERS OF CAN THO PESTICIDES JOINT STOCK COMPANY (CPC)

The Board of Directors of Cantho Pesticides Joint Stock Company (CPC) respectfully informs all Shareholders about the 2025 Annual General Meeting of Shareholders (AGM), as follows:

- 1- **Time:** 9:00 AM, Thursday, April 24, 2025.
- 2- **Location:** Hall of Huong Giang Hotel, 51 Le Loi Street, Phu Hoi Ward, Thuan Hoa District, Hue City
- 3- **Participants:** All existing shareholders as of the record date of March 28, 2025. If you are unable to attend, you may authorize another person to attend using the attached "Registration/Authorization Form for Attendance" or find it on the company's website at: www.tstcantho.com.vn (the authorized person may not re-authorize a third party).
- 4- **Meeting Content:**
 - a- Approve the Board of Directors' Proposal for settlement of the fiscal year, profit distribution plan, dividend payout ratio, and allocation to funds for 2024.
 - b- Report on the audit results of the 2024 financial statements.
 - c- Proposal for the selection of an audit firm for the 2025 fiscal year.
 - d- Business production orientation and plan for 2025.
 - e- Report on the activities of the Board of Directors and the Supervisory Board in 2024.
 - f- Vote to approve other matters under the authority of the General Meeting of Shareholders.
- 5- **Registration and Confirmation of Attendance:**

To ensure the success of the meeting, shareholders are requested to confirm their attendance by completing the attached "Registration/ Authorization Form for Attendance" and sending it to the Organizing Committee at: Cantho Pesticides Joint Stock Company, 51 Truong Van Dien, Phuoc Thoi, O Mon, Can Tho City; by Fax: 0292-3861798; or by email: camtu.tstcantho@gmail.com by 3:30 PM on April 18, 2025.

For further details, please contact the company office, Tel: 0292-3861770, Fax: 0292-3861798, or Ms. Tran Thi Cam Tu (Mobile(Zalo): 0939.688.369).

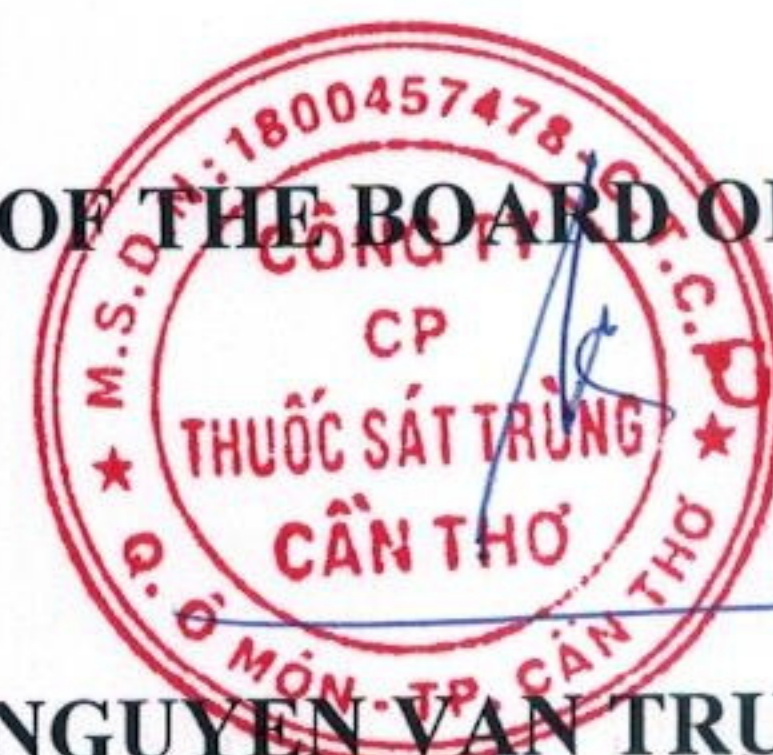
When attending the meeting, shareholders are kindly requested to bring their Citizen Identity Card or passport for verification by the Organizing Committee.

For further information, please visit the company website at: www.tstcantho.com.vn.

This announcement serves as an invitation.

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS



GENERAL DIRECTOR

NGUYEN VAN TRUNG



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CANTHO PESTICIDES JOINT-STOCK COMPANY (CPC)

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THE SOCIALIST REPUBLIC OF VIETNAMNAM
Independence - Freedom – Happiness

BUSINESS PLAN 2025

To:

1. Unit name: **CAN THO PESTICIDES JOINT STOCK COMPANY**

Address: 51 Trương Văn Diên, Phước Thới Ward, Ô Môn District, Can Tho City

Representative: Mr. Nguyễn Văn Trung, Position: General Director

2. Main business lines: Import, manufacture, process, and trade plant protection products, biological and chemical preparations of all kinds, import and trade fertilizers, machinery, equipment, and tools for agricultural production...

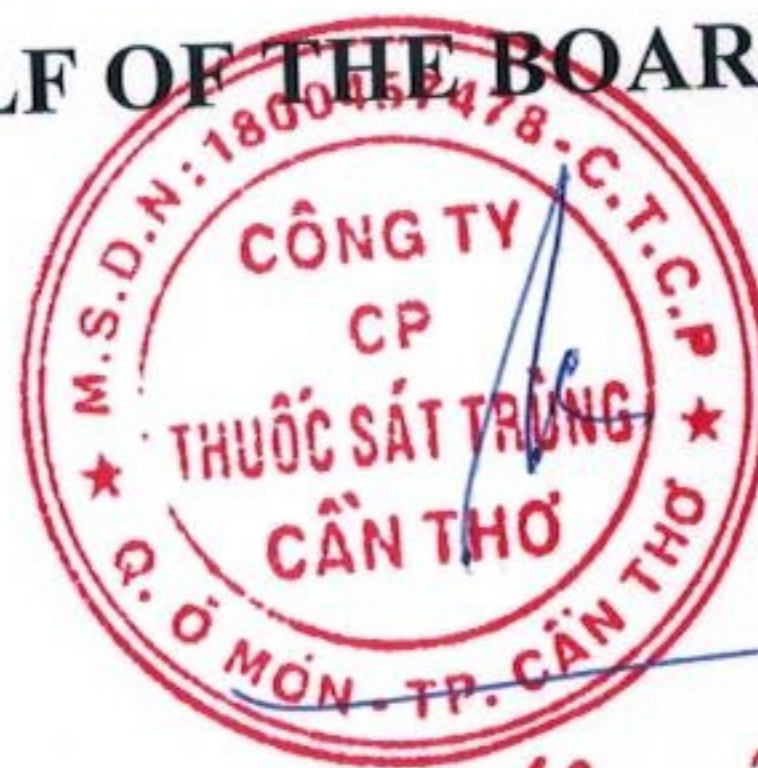
Charter capital: **43,030,500,000 VND**

Projected Business Plan for 2025:

Unit: Đồng

Net revenue from production and business activities of plant protection products	190,000,000,000
Profit before tax	11,000,000,000
Profit after tax	8,800,000,000

ON BEHALF OF THE BOARD OF DIRECTORS



GENERAL DIRECTOR

Nguyễn Văn Trung

Hue City, April 24, 2025

**WORKING REGULATIONS
FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
CAN THO PESTICIDES JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises of 2020
- Pursuant to the Charter of Can Can Tho Pesticides Joint Stock Company.

Article 1. Objectives

1. Achieve the highest consensus of shareholders to complete the tasks set forth by the General Meeting.
2. Ensure the principles of openness, fairness, democracy, and solidarity in the working process.
3. For the benefit of shareholders and to meet the sustainable development needs of the Company.

Article 2. Culture & Decorum of the General Meeting

1. All shareholders attending the General Meeting are requested to dress formally and politely, present their invitation letters and relevant documents for verification at the reception desk.
2. Maintain order and decorum during the meeting. Refrain from smoking, and if using mobile phones in the Hall (please set to vibrate mode), communicate politely and amicably; do not leave midway without the Chairperson's consent.

Article 3. Voting on Matters at the General Meeting

- 1. Principle:** As requested by the Chairperson, for important matters requiring a vote, the General Meeting will conduct an open ballot by marking the ballot cards issued by the Organizing Committee. The ballot cards will indicate the number of shares eligible to vote at the General Meeting.
- 2. Voting Method:** For matters requiring a vote, shareholders will express their agreement or disagreement by marking the ballot cards.

Article 4. Discussion of Session Content and Q&A

After the presentation of reports at the General Meeting, the Chairperson will preside over the discussion session, receive comments from shareholders, and answer questions according to the following principles and procedures:

1. Shareholders attending the General Meeting have the right to contribute their opinions by raising their hands.

2. The Chairperson will only directly answer key questions related to the contents of the General Meeting agenda and representative of many shareholders, and will not directly answer or explain in detail matters already publicly disclosed, stipulated by law, or matters of a technical nature or detailed explanations serving the specific needs of individual shareholders.
3. Questions regarding individual information or not directly related to the content of the General Meeting will be collected by the secretariat and answered in writing or posted on the company's website. (If applicable)
4. Due to time constraints, the General Meeting sets a discussion time of 30-40 minutes. Any unanswered questions will be addressed in writing or posted on the Company's website.

Article 5. Responsibilities of the Chairperson of the General Meeting

1. Conduct the meeting according to the agenda, regulations, and procedures approved by the General Meeting. The Chairperson shall work according to the principle of democratic centralism and decide by majority vote.
2. Guide the General Meeting in discussions and obtain voting opinions on matters within the agenda of the General Meeting and related issues throughout the General Meeting process.
3. Resolve arising issues (if any) during the General Meeting.

Article 6. Responsibilities of the Secretariat.

1. The Secretariat & Ballot Counting Board, consisting of..... members introduced by the Head of the Supervisory Board, is responsible to the Chairman of the General Meeting and the General Meeting of Shareholders for its duties; fully and truthfully record the entire content of the proceedings at the General Meeting and the issues approved by the shareholders, including reserved matters at the General Meeting; draft the minutes of the General Meeting of Shareholders and Resolutions on matters approved at the General Meeting.
2. Shareholder eligibility verification, under the responsibility of the Head of the Supervisory Board, assists the Chairman of the General Meeting in checking the conditions for conducting the General Meeting and the eligibility of attending shareholders; report the results of the verification of shareholder eligibility attending the General Meeting. The above is the entire content of the Rules of Procedure of the 2025 Annual General Meeting of Shareholders of the Company.

Respectfully submitted to the General Meeting for approval./.

Head of Supervisory Board

Nguyen Van Thai

(DRAFT)

EXPLANATION CASH DIVIDEND PAYMENT DEADLINE

1. April 24, 2025: The General Meeting of Shareholders convenes to decide on the cash dividend payout ratio of __%. CPC prepares a resolution of the General Meeting of Shareholders as a basis for submission to the Vietnam Securities Depository and Clearing Corporation (VSDC) and the State Securities Commission (SSC).
2. May 9, 2025: CPC submits documents to VSDC for registration of the list of shareholders eligible for dividend distribution (Publicly disclose information through the electronic portal of VSDC, and send hard copies to VSDC).
3. May 13, 2025: VSDC, HNX, and SSC receive the documents submitted by CPC.
4. May 15, 2025 to May 22, 2025: CPC supplements required documents for VSDC and SSC (if any). HNX inspects CPC's dividend payment source.
5. May 23, 2025: VSDC notifies member securities companies (add 10 business days prior to the final registration date according to the regulations of the rights exercising regulation from VSDC).
6. **June 17, 2025: The final registration date to finalize the list of shareholders for __% cash dividend distribution.**
7. June 24, 2025: CPC will receive the finalized shareholder list from VSDC.
8. June 26, 2025: CPC confirms acceptance of the list to VSDC.
9. July 8, 2025: CPC transfers funds to VSDC's account.
10. July 9, 2025: VSDC receives the transferred funds from CPC.
11. July 11, 2025: VSDC transfers funds to member securities companies.
12. July 11, 2025: Member securities companies receive funds and transfer them to individual shareholders' accounts.

Therefore, the dividend payment date must be July 11, 2025.

REPORT ON THE ACTIVITIES OF THE CPC BOARD OF SUPERVISORS

REPORT ON THE 2024 OPERATING RESULTS OF THE BOARD OF SUPERVISORS OF CAN THO PESTICIDES JOINT STOCK COMPANY

To the esteemed General Meeting of Shareholders.

- Pursuant to Article 170 (Rights and Obligations of the Member of the Board of Supervisors), 171 (Right to be provided with information) of the Law on Enterprises 2020, and Articles 35, 36 of the Charter of Organization and Operation of Can Tho Pesticides Joint Stock Company;

- Pursuant to the audit report of A&C Consulting and Auditing Company Limited, Can Tho Branch;

- Pursuant to the financial statements and records of CPC in the fiscal year 2024;

The Board of Supervisors of the Company would like to report to the Annual General Meeting of Shareholders on the operating results of 2024 and the operational direction for 2025 as follows:

I. Report on the Activities of the Board of Supervisors in 2024.

In 2024, the number of Members of the Board of Supervisors of CPC remained at 03 members, and there were several notable activities as follows:

- In 2024, participated in all meetings of the CPC Board of Directors and also offered certain recommendations to the Board of Directors.

- Supervised the implementation of internal audits at CPC to assist the General Director in reliably managing CPC's assets, thereby providing timely solutions for CPC's operations and effectively implementing the resolutions of the Board of Directors and the General Meeting of Shareholders for 2024.

- Conducted inspections and supervised the appropriateness of authority in the decision-making of the Board of Directors and the General Director of the company; the procedures for issuing company documents, ensuring compliance with the provisions of the law and the company's charter.

- In 2024, the Board of Supervisors conducted inspections and supervised the inventory of goods, assets, debts, and other matters within its purview.

- Checked and appraised the report evaluating the company's management and administration in 2024. Reviewed the audit report issued by the independent audit firm.

- Inspected and supervised the procedures in organizing the Annual General Meeting of Shareholders, ensuring compliance with the provisions of the law and the company's charter.

II. Appraisal Report of the Board of Supervisors for 2024.

The Board of Directors has submitted to the Board of Supervisors the report evaluating management and administration, the business performance report, and the company's financial statements for 2024, in accordance with the company's charter.

Upon receiving the reports, the Board of Supervisors appraised each content and indicator within the reports, examined asset records, capital, receivables and payables records, the status of business contract implementation, and other related documents. Having reviewed the audit report issued by the independent audit firm and combined it with the results of inspections and supervision in 2024, the Board of Supervisors hereby reports the following results to the General Meeting of Shareholders:

1. Appraisal of the company's management and administration in 2024.

The Board of Supervisors agrees with the business indicators in the report of the Board of Directors, thereby noting that:

- Members of the Board of Directors, the General Director, and other managers have exercised their assigned rights and responsibilities in accordance with the provisions of the Law on Enterprises, the company's charter, and the resolutions of the 2024 General Meeting of Shareholders, ensuring the legitimate interests of the company and its shareholders;

- The Board of Directors held 08 meetings to develop quarterly work programs, assign specific tasks to each member, and review the company's business performance and other matters, in which the Board of Directors issued 07 resolutions on company management. (This information has been published on the CPC website as well as the State Securities Commission).

- Completion of Can Tho Fertilizer Plant construction on a 1,000m² area approved by relevant authorities, currently finalizing dossiers for pellet production standard application;

- Constructing several infrastructure items at Tra Noc II Industrial Park to facilitate partnerships or project transfers with potential partners CPC is currently inviting;

- CPC awaits relevant authorities' signatures on the existing land lease renewal contract (as the current lease has expired).

However, the company's management and administration still have some limitations as follows:

- Low market share in Vietnam, diversification beyond plant protection products has been initiated but has not yielded high efficiency or developed biological products;

- Marketing efforts are subpar compared to companies in the same industry.

- Delays in introducing replacement products when State policies change (banning and restricting certain plant protection products in the Vietnamese market).

- The Board of Supervisors requests the Board of Directors and the General Management Board to continue implementing measures to address the aforementioned limitations.

2. Review of the Company's 2024 business performance report.

In essence, the Board of Supervisors concurs with the contents of the 2024 business performance report. Regarding revenue and profit achieved in 2024 compared to the targets outlined in the 2024 Shareholders' Meeting Resolution, specifically:

- Revenue achieved in 2024 increased by **0.15%** compared to the 2024 plan (190.029 billion / 190.00 billion).

- Pre-tax profit achieved in 2024 exceeded the 2024 plan by **36.15%** (14.977 billion / 11.00 billion).

- Based on the above figures, the Member of the Board of Supervisors notes that basic earnings per share in 2024 reached **2,111 VND/share**.

REPORT ON BUSINESS PERFORMANCE RESULTS

For the fiscal year ending December 31, 2024

INDICATOR	Code	Description	2024	2023
Revenue from sales and service provision	01	VI.1	190,029,517,976	189,364,226,621
Sales deductions	02		-	-
Net revenue	10		190,029,517,976	189,364,226,621
Cost of goods sold	11	VI.2	148,494,335,367	147,011,961,057
Gross profit from sales and service provision	20		41,535,182,609	42,352,265,564
Financial operating income	21	VI.3	4,243,784,728	5,627,735,418
Financial expenses	22	VI.4	4,548,677,775	4,931,798,461
<i>Of which: interest expenses</i>	23		<i>595,142,977</i>	<i>1,145,442,124</i>
Selling expenses	25	VI.5	15,052,381,762	17,961,953,877

Business management expenses	26	VI.6	12,078,210,924	12,456,021,861
Net profit from business activities	30		14,099,696,876	12,630,226,783
Other income	31	VI.7	1,335,840,402	310,995,000
Other expenses	32	VI.8	457,856,904	130,873,015
Other profit	40		877,983,498	180,121,985
Total profit before tax	50		14,97,680,374	12,810,348,768
Current corporate income tax expense	51	V.14	4,976,199,367	2,602,887,788
Deferred corporate income tax expense	52	VI.9	-	-
Profit after corporate income tax	60		10,001,481,007	10,207,460,980

Thus, the Board of Supervisors observes that the company's 2024 business activities exceeded **the 2024 plan by 36.15%**, ensuring accumulation and development, fulfilling obligations to the State and shareholders, and guaranteeing stable employment for employees.

3. Review of the company's 2024 financial statements.

Upon receiving the company's financial statements and the audit report issued by the independent audit firm, the Board of Supervisors offers the following observations:

- In 2024, the Company continued to apply the accounting regime according to **Circular No. 200/2014/TT-BTC**, utilizing computerized accounting software updated with newly issued accounting standards and regulations, adhering to the Law on Accounting and its sub-law documents. The preparation, circulation, use, and preservation of accounting documents ensured legality and validity; the preparation, recording, use, and preservation of accounting books were complete, timely, and in accordance with the prescribed templates of the current accounting regime as per **Circular No. 200/2014/TT-BTC** and other applicable regulations.

BALANCE SHEET

As of December 31, 2024

Unit: VND

ASSETS	Code	Description	31/12/2024	01/01/2024
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A. CURRENT ASSETS	100		103,827,205,904	115,971,893,387
I. Cash and cash equivalents	110	V.1	14,439,625,166	47,606,426,968
II. Short-term financial investments	120		48,000,000,000	24,000,000,000
III. Short-term receivables	130		25,730,575,648	27,451,898,657
IV. Inventory	140	V.7	15,446,508,249	16,718,312,278
V. Other current assets	150		210,496,841	195,255,484
B. LONG-TERM ASSETS	200		19,398,923,716	17,717,400,553
I. Long-term receivables	210		-	-
II. Fixed assets	220		16,287,687,123	14,684,670,621
III. Investment real estate	230		-	-
IV. Long-term construction in progress	240		1,024,645,455	1,024,645,455
V. Long-term financial investments	250		-	-
VI. Other long-term assets	260		2,086,591,138	2,008,084,477
TOTAL ASSETS	270		123,226,129,620	133,689,293,940

SOURCE OF CAPITAL	Code	Description	31/12/2024	01/01/2024
C. LIABILITIES	300		36,929,168,418	48,186,352,765
I. Short-term liabilities	310		36,929,168,418	48,186,352,765
II. Long-term liabilities	330		-	-
D. OWNER'S EQUITY	400		86,296,961,202	85,502,941,175
I. Owner's equity	410	V.21	86,296,961,202	85,502,941,175

II. Other funds and sources	430		-	-
TOTAL CAPITAL SOURCES	440		123,226,129,620	133,689,293,940

No.	Financial indicators	2024	2023
I Liquidity ratios			
1	Current ratio = Current assets / Current liabilities	2,81	2,41
2	Quick ratio = (Cash + Short-term investments) / Current liabilities	1,69	1,49
II Capital structure ratios			
1	Debt-to-asset ratio = 100% * Total debt / Total assets	29,96%	36,04%
2	Debt-to-equity ratio = 100% * Total debt / Owner's equity	42,79%	56,36%
III Activity ratios			
1	Inventory turnover = Revenue or cost of goods sold / Average inventory value	9,23	5,61
2	Total assets (average) / Net revenue	0,67	0,68
IV Profitability ratios			
1	Net profit margin = Net income after tax / Net revenue	5,26%	5,39%
2	Return on equity = Net income after tax / Average owner's equity	11,64%	12,09%

3	Pre-tax profit margin = Pre-tax profit / Net revenue	5,26%	5,39%
4	Return on assets = Net income after tax / Average total assets	7,78%	7,93%

According to the Board of Supervisors' assessment, the Company's 2024 financial statements accurately and reasonably reflect the Company's key financial indicators as of December 31, 2024, as well as the operating results and cash flows for the fiscal year ending December 31, 2024, in compliance with current Vietnamese Accounting Standards and Regulations and relevant legal provisions. In our opinion, CPC has not encountered any material misstatements in the financial reporting year.

III. REPORT ON PERSONNEL OF THE BOARD OF SUPERVISORS:

The fifth-term Board of Supervisors (2022-2026) is as follows:

- 1. Mr. Nguyen Van Thai** – Head of the Board of Supervisors, Term V
- 2. Ho Van Hy** – Member of the Board of Supervisors, Term V
- 3. Pham Thi Hong Lieu** – Member of the Board of Supervisors, Term V

IV. BOARD OF SUPERVISORS WORK PLAN FOR 2025

With the functions, duties, powers, and responsibilities stated in the Law on Enterprises 2020 and the company's charter, the Board of Supervisors will represent the shareholders to monitor and appraise the company's business, management, and administration activities.

In 2025, the Board of Supervisors will continue to participate in all meetings of the Board of Directors to supervise the implementation of the resolutions of the 2025 Annual General Meeting of Shareholders by the Board of Directors and the General Director, specifically:

1. Supervise the Board of Directors and the General Director in implementing the business plan targets according to the Resolution of the 2025 Annual General Meeting of Shareholders.
2. Supervise the implementation of the approved 2025 budget.
3. Supervise financial, accounting, and planning statistics work, and other issues assigned by the General Meeting.

Dear Shareholders,

The Board of Supervisors has just presented the Activity Report and Appraisal of the Business Results of Can Tho Pesticides Joint Stock Company for 2024.

However, during the implementation of the control work at the company, due to the concurrent positions held by all members, there have inevitably been some oversights in the control work. The Board of Supervisors requests the General Meeting of Shareholders to consider and provide feedback to make the Board's operations in 2025 more effective and better serve the General Meeting and shareholders.

Thank you!

Head of the Board of Supervisors

Nguyen Van Thai

PROPOSAL

To: GENERAL MEETING OF SHAREHOLDERS
OF CAN THO PESTICIDES JOINT STOCK COMPANY

- Pursuant to the Charter of Can Tho Pesticides Joint Stock Company.
- Pursuant to the 2024 business performance audited by A&C Auditing and Consulting Co., Ltd. – Can Tho Branch.
- Pursuant to the business plan for 2025.

The Board of Directors of Can Tho Pesticides Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

ARTICLE 1. Review and approve the summary report on production-business activities, revenue, and profit achieved in 2024 with the following contents:

1. Approve the report of the Board of Directors on the business performance results of 2024 as follows:

TT	TABLE OF CONTENTS	PLAN 2024	RESULTS 2024	Percentage (%)
I	Total Revenue	190,000,000,000	190,029,517,976	100.02
II	Profit before tax:	11,000,000,000	14,977,680,374	136.16
III	Profit after tax	8,800,000,000	10,001,481,007	113.65
VI	Cash dividend Percentage	15-18%	7,346,610,000	18%

2. Review and approve the audited financial statements of 2024.

ARTICLE 2: Approve the profit distribution plan (as attached), the remuneration for the Board of Directors and Member of the Board of Supervisors is 200,029,000 VND, bonus for the Board of Directors and Member of the Board of Supervisors is 360,118,000 VND, bonus for the Board of Management and key personnel of the Company is 360,118,000 VND from the after-tax profit of 2024.

TT	Table of Contents	Amount (VND)
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1	Profit before tax	14,977,680,374
2	Profit after tax	10,001,481,007
2.1	Bonus for the Board of General Directors and key personnel for exceeding the profit target plan for the year	360,118,000
2.2	Remuneration for the Board of Directors & Member of the Board of Supervisors	200,029,000
2.3	Bonus for the Board of Directors & Member of the Board of Supervisors	360,118,000
2.4	Allocation to the development investment fund	1,000,000,000
2.5	Allocation to the reward and welfare fund	903,500,980
3	Dividend payment portion (18%)	7,346,610,000
3.1	Expected time for cash dividend payment	11/07/2025

ARTICLE 3. The General Meeting of Shareholders approves the cash dividend rate of 18% along with the expected dividend payment date of July 11, 2025.

ARTICLE 4: Approve the 2025 production-business plan and investment plan, with the following targets:

a. Main targets for revenue and profit plan in 2025

TT	INDICATOR	UNIT	PLAN
1	Planned total revenue	Billion Dong	190.00
2	Planned profit before tax	Billion Dong	11.00
3	Planned profit after tax	Billion Dong	8.80
8	Expected cash dividend Percentage	%	From 15% to 18%

b. Approve the planned investment target for purchasing equipment and machinery for production and processing in 2025: billion VND.

ARTICLE 5: The General Meeting of Shareholders approves

- Remuneration for the Board of Directors and Member of the Board of Supervisors in 2025 is 2% of profit after tax.
- Bonus for the Board of Directors and Member of the Board of Supervisors in 2025 is 3% of profit after tax if the profit target is achieved and an additional 5% of the excess profit compared to the plan.

ARTICLE 6. Approve the list of audit companies assigned to the Board of Directors to select for auditing CPC in 2025, including:

- A&C A&C Auditing and Consulting Company Limited
- AFC AFC Vietnam Auditing Company Limited.
- Sao Viet Sao Viet Auditing Company Limited, Can Tho Branch

ARTICLE 7. The General Meeting of Shareholders approves the policy of setting up a reward fund for the Board of General Directors and key personnel in 2025 according to 2 levels:

- Deduct 5% of profit after tax if the profit plan is completed.
- Deduct an additional 5% of the excess profit compared to the after-tax profit plan.

ARTICLE 8. Request the 2025 General Meeting of Shareholders to approve the plan: Out of 7,520,376,464 VND of accumulated after-tax profit, 3,684,413,462 VND will be allocated to buy back 204,072 treasury shares to reward the Board of Directors, Member of the Board of Supervisors, key personnel, and employees who have contributed to the company. The remaining 3,835,963,002 VND will be awarded to the Board of Directors, Member of the Board of Supervisors, and employees.

ARTICLE 9. The General Meeting of Shareholders votes to approve the plan to use treasury shares to reward the company's employees.

ARTICLE 10. The General Meeting of Shareholders votes to approve the authorization of the Board of Directors to decide on all matters related to the implementation of the 2025 plan as well as expanding the scale and business fields according to the company's development strategy. The General Meeting of Shareholders assigns the Board of Directors to use the investment and development fund to expand the scale of production-business and retained earnings for the purpose of serving CPC.

ARTICLE 11. The General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company has voted to approve the amended Company Charter, the company's internal management regulations, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Member of the Board of Supervisors in accordance with current regulations of the State Securities Commission.

ARTICLE 12. The General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company assigns the Board of Directors to direct and organize the implementation of the contents agreed upon by the shareholders at this Meeting in accordance with the law and the Company's Charter.

Request the General Meeting of Shareholders to consider and approve.

ON BEHALF OF THE BOARD OF DIRECTORS

No: ____/2025.NQ.ĐHĐCĐ.CPC

(DRAFT)
RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
CAN THO PESTICIDES JOINT STOCK COMPANY

The 2025 Annual General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company commenced at 9:00 a.m. on April 24, 2025, at the Conference Hall of Huong Giang Hotel, 51 Le Loi Street, Phu Hoi Ward, Thuan Hoa District, Hue City. Present were ____ shareholders, out of ____ shareholders and groups of authorized shareholder representatives, representing ____ shares out of a total of 4,081,450 voting shares, achieving ____%.

**RESOLUTION OF THE GENERAL MEETING OF
SHAREHOLDERS**

ARTICLE 1. Review and approve the summary report of production-business activities, revenue, and profit achieved in 2024 with the following contents:

1. Approve the Board of Directors' report on the 2024 business performance results as follows:

No.	TABLE OF CONTENTS	2024 PLAN	2024 RESULTS	Percentage (%)
I	Total Revenue	190,000,000,000	190,029,517,976	100.02
II	Profit before tax	11,000,000,000	14,977,680,374	136.16
III	Profit after tax	8,800,000,000	10,001,481,007	113.65
VI	Cash dividend Percentage	15-18%	7,346,610,000	18%

2. Review and approve the audited financial statements for 2024.

ARTICLE 2: Approve the profit distribution plan (as attached), the remuneration for the Board of Directors and Member of the Board of Supervisors is 200,029,000 VND, bonus allocation for the Board of Directors and Member of the Board of Supervisors is 360,118,000 VND, bonus allocation for the Board of Management and key personnel of the Company is 360,118,000 VND from the after-tax profit of 2024.

No.	Table of Contents	Amount (VND)
-----	-------------------	--------------

1	Profit before tax	14,977,680,374
2	Profit after tax	10,001,481,007
2.1	Bonus for the Board of Management and key personnel for exceeding the profit target plan for the year	360,118,000
2.2	Remuneration for the Board of Directors & Member of the Board of Supervisors	200,029,000
2.3	Bonus for the Board of Directors & Member of the Board of Supervisors	360,118,000
2.4	Appropriation for the investment and development fund	1,000,000,000
2.5	Appropriation for the reward and welfare fund	903,500,980
3	Dividend payment (18%)	7,346,610,000
3.1	Expected time of cash dividend payment	11/07/2025

ARTICLE 3. The General Meeting of Shareholders approves a cash dividend rate of 18% along with the expected dividend payment date of July 11, 2025.

ARTICLE 4: Approve the production-business plan and investment plan for 2025, with the following targets:

a. Main targets for revenue and profit plan in 2025

No.	INDEX	Unit	PLAN
1	Planned total revenue	Billion VND	190.00
2	Planned profit before tax	Billion VND	11.00
3	Planned profit after tax	Billion VND	8.80
8	Expected cash dividend Percentage	%	From 15% to 18%

b. Approve the planned investment target for purchasing equipment and machinery for production and processing in 2025: billion VND.

ARTICLE 5. The General Meeting of Shareholders approves

- Remuneration for the Board of Directors & Member of the Board of Supervisors in 2025 is 2% of profit after tax.
- Bonus for the Board of Directors & Member of the Board of Supervisors in 2025 is 3% of profit after tax if the profit target is achieved and an additional 5% of the excess profit exceeding the plan.

ARTICLE 6. Approve the list of auditing companies submitted to the Board of Directors for selection to audit the Company in 2025, including:

- A&C Auditing and Consulting Company Limited
- AFC Vietnam Auditing Company Limited.
- Sao Viet Auditing Company Limited, Can Tho Branch

ARTICLE 7. The General Meeting of Shareholders approves the policy of setting up a reward fund for the Board of General Directors and key personnel in 2025 according to two levels:

- Allocate 5% of profit after tax if the profit plan is fulfilled.
- Allocate an additional 5% of the excess profit exceeding the plan for profit after tax.

ARTICLE 8. The 2025 General Meeting of Shareholders is requested to approve the following plan: From the 7,520,376,464 VND of accumulated after-tax profit, 3,684,413,462 VND will be allocated to buy back 204,072 treasury shares to reward the Board of Directors, Member of the Board of Supervisors, key personnel, and employees who have made contributions to the company. The remaining amount of 3,835,963,002 VND will be awarded to the Board of Directors, Member of the Board of Supervisors, and employees.

ARTICLE 9. The General Meeting of Shareholders approves the plan to use treasury shares to reward the company's employees.

ARTICLE 10. The General Meeting of Shareholders approves the authorization of the Board of Directors to decide on all related matters in the implementation of the 2025 plan as well as expanding the scale and business fields according to the company's development strategy. The General Meeting of Shareholders assigns the Board of Directors to use the investment and development fund to expand the scale of production and business and capital sources from retained earnings for the purpose of serving CPC.

ARTICLE 11. The General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company has approved the amended company charter, the company's internal management regulations, the Board of Directors' operating regulations, and the Member of the Board of Supervisors' operating regulations in accordance with current regulations.

ARTICLE 12. The General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company assigns the Board of Directors to direct and organize the implementation of the contents agreed upon by the shareholders at this General Meeting in accordance with the law and the company's charter.

This Resolution was passed by the 2025 Annual General Meeting of Shareholders and is effective from 24/04/2025

**ON BEHALF
OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON**

**REGISTRATION/ AUTHORIZATION FORM FOR ATTENDANCE
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
CAN THO PESTICIDES JOINT STOCK COMPANY**



To: **THE BOARD OF DIRECTORS OF CAN THO PESTICIDES JOINT STOCK COMPANY**

☐ **Register to attend the meeting**

☐ **Authorize to attend the meeting**

1. SHAREHOLDER INFORMATION:

Shareholder's Name..... Nationality:
ID Card/Passport/Business Registration No.: Date of issue: Place of issue:
Legal Representative (for organizations):
ID Card/Passport No.:..... Date of issue:..... Place of issue:.....
Contact address:
Telephone:..... Fax: Email:.....

2. AUTHORIZATION INFORMATION:

Shareholders who are unable to attend the General Meeting of Shareholders in person may authorize another individual to attend on their behalf.

Name of the authorized person:..... Nationality:
ID Card/Passport No.:..... Date of issue: Place of issue:
Contact address:
Telephone:..... Fax: Email:.....

In case a proxy has not yet been identified, shareholders may consider authorizing one of the nominated members listed below to attend the General Meeting of Shareholders on their behalf:

- ☐ Mr. Vo Viet Thanh – Chairman of the Board of Directors /
- ☐ Mr. Nguyen Van Trung – Member of the Board of Directors/General Director
- ☐ Mr. Nguyen Ngoc Minh – Member of the Board of Directors/Deputy General Director
- ☐ Mr. Pham The Hung – Member of the Board of Directors
- ☐ Mr. Ho Quang Thai – Member of the Board of Directors

To attend and vote at the 2025 Annual General Meeting of Shareholders on my behalf, as the authorized representative for all shares I currently hold. Mr./Ms.: shall be responsible for strictly complying with the working regulations of the General Meeting, shall not re-authorize any third party, and shall be obligated to report the results of the Meeting to the authorizing shareholder.

The Authorization Form shall be valid only for the 2025 Annual General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company.

This form is made in 2 copies, each party keeps 1 copy and has the same legal validity.

....., April..... 2025

AUTHORIZED PERSON
(Sign and clearly state full name)

REGISTERING SHAREHOLDER
(Sign and clearly state full name)

Note: This authorization form must be sent directly by post to: Can Tho Pesticides Joint Stock Company, 51 Truong Van Dien Street, Phuoc Thoi Ward, O Mon District, Can Tho City; or via fax: 0292.3861.798 or email: camtu.tstcantho@gmail.com. Deadline for registration: 3:30 PM on April 18, 2025. Each shareholder may authorize only one person. Upon attendance, the authorized person must present their ID card/passport. (For those who have registered via phone or email, the original authorization form must be presented at the meeting for verification of shareholder status.)

AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2025



Location: Hall of Huong Giang Hotel, 51 Le Loi Street, Phu Hoi Ward, Thuan Hoa District, Hue City

Time: 9:00 AM, Thursday, April 24, 2025

Program:

- 7:00 AM – 9:00 AM: Welcoming shareholders and registering delegates with voting rights
- 9:00 AM: Opening of the General Meeting
- 1. Declaration of reasons and introduction of delegates: MC
- 2. Report on shareholder structure and present representatives of shareholders with voting rights: Mr. Nguyen Van Thai – Head of the Board of Supervisors to introduce the working regulations at the meeting - Voting.
- 3. Nomination of the Presidium, Secretariat: Mr. Nguyen Van Thai – Head of the Board of Supervisors. Voting;
- 4. Report of the Board of Directors on operating results and financial settlement for the year 2024. Proposal of the Board of Directors on profit distribution and use plan of CPC; Report on business production orientation and plan for the year 2025: Mr. Nguyen Van Trung – General Director and Member of the Board of Directors of CPC. Discussion and voting
- 5. Report on the results of the 2024 financial statement audit and several activities of the Board of Supervisors in the past year. Approving the amended Charter to comply with the regulations of the State Securities Commission, Internal regulations on corporate governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the BKS: Mr. Nguyen Van Thai – Head of the Board of Supervisors.
- 6. The Secretary announces the minutes and resolutions of the meeting.
- 7. The Chairman of the Board of Directors declares the closing of the meeting and invites delegates to a cordial meal.

REPORT OF THE BOARD OF DIRECTORS OPERATIONS IN 2024

Dear delegates,

On behalf of the Board of Directors, I would like to report on the Board's activities in the past year as follows:

1. With the efforts of the Board of Management and all employees of the company in orienting, directing, and consistently implementing the direction of production and business activities of CPC, our company has overcome common disadvantages to achieve positive results. Although sales revenue in 2024 only exceeded **0.02%** of the plan, pre-tax profit reached more than **14.97** billion VND, exceeding **36.16%** of the plan.
2. During the year, the Company completed the cash dividend payment with a ratio of 18% of the fiscal year 2023. The timely dividend payment has brought satisfaction and enhanced shareholders' confidence in the Company.
3. The Board of Directors highly appreciates CPC's sense of social responsibility in 2024. As a business operating in the agricultural sector, the Company is always aware of the environmental impacts and is committed to implementing solutions to mitigate negative impacts. During the year, CPC promoted the application of biotechnology in production and expanded the portfolio of environmentally friendly organic products. In addition, the Company actively participated in community activities in the locality, such as supporting farmers in transitioning to sustainable farming models, sponsoring educational programs on green agriculture, and joining hands in water resource protection programs. These efforts not only demonstrate social responsibility but also help CPC build the image of a sustainable business, closely linked to the community and the Vietnamese agricultural sector.
4. The General Director Board has completed the task of directing production and business activities according to the plan, achieving the set targets in the context of a challenging economy. The General Director Board has strictly implemented the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, while flexibly deploying operating solutions in line with the Company's development orientation. As a result, production and business activities have seen many positive changes, consolidating the Company's position in the market. In addition, the General Director Board also strictly complies with regulations on information disclosure and securities transactions, creating a solid foundation for the sustainable development of the Company in the future.
5. CPC's earnings per share (EPS) reached 2,111 VND/share. Business results with stable profits create conditions for the company to have more resources to pay dividends according to the plan, bringing satisfaction and enhancing shareholders' confidence in the company.
6. In addition to its core business activities, the company also actively participates in many emulation movements, contributing to building a strong local community, and has been recognized by all levels of government. In 2024, the Company, in collaboration with the CPC Trade Union, built 02 great solidarity houses for poor workers at CPC for 170 million

VND (each unit worth 85 million VND). It supported the local authorities and organizations with 132 million VND and spent 374 million VND on visiting sick employees and taking care of female employees.

7. Regarding brand promotion, CPC is proud to be a business that has maintained the title of High-Quality Vietnamese Goods for 20 consecutive years (from 2005 to 2024). The brand "Can Tho Disinfectant" is always associated with ensuring quality according to international quality standards ISO 9001:2015 and ISO 14001:2015. All efforts of the entire company are directed towards the slogan "CPC Together with farmers for a bumper crop".
8. During its operations, CPC has striven to conduct business in accordance with legal principles, regulations, and the Regulations on Corporate Governance. Furthermore, CPC is actively developing and enhancing the Regulations on Corporate Governance, aligning with the Law on Enterprises 2020 and Decree 155/2020/ND-CP.
9. All activities of the Board of Directors, the Board of Supervisors, the General Director, and other management levels are fully executed and transparently reported, complying with the Company Charter, the Law on Enterprises, and current legislation. Governance activities ensure fairness and respect the legitimate rights and interests of shareholders and investors.
10. The Board of Directors collaborated closely with the General Director and the Board of Supervisors, organizing periodic meetings as regulated to review and decide on important matters while ensuring transparent information disclosure, enabling shareholders and investors to closely monitor the Company's operational status. These efforts not only guarantee shareholder rights but also contribute to the Company's sustainable development within the framework of current laws.

- Specify the number of Board of Directors meetings.

No.	Board of Directors' members	Position	Number of meetings attended by BOD	Percentage of meetings attended
1	Vo Viet Thanh	Chairman Of The Board Of Directors	08/08	100%
2	Nguyen Van Trung	Member of the BOD and General Director	08/08	100%
3	Ho Quang Thai	Independent members of the BOD	08/08	100%
4	Nguyen Ngoc Minh	Member of the BOD and Deputy General Director	08/08	100%
5	Pham The Hung	Member of the BOD and Sales Director	08/08	100%

- Pecify the agenda and outcomes of the meetings.

No.	Resolution Number	Date	Content	Approval rate
1	08/2024.NQ.HĐQT.CPC	28/02/2024	Organizing the 2024 Annual General Meeting of Shareholders	100%

No.	Resolution Number	Date	Content	Approval rate
2	02/HĐQT.2024	22/04/2024	Appointment of Company Administrator	100%
3	04/2024.NQ.HĐQT.CPC	04/05/2024	Regulations on exceeding the plan bonus for the Board of Directors & Board of Supervisors in 2023	100%
4	05/2024.NQ.HĐQT.CPC	04/05/2024	Regulations on exceeding the plan bonus for the Board of Directors & Board of Supervisors in 2023	100%
5	06/2024.NQ.HĐQT.CPC	04/05/2023	Regulations on exceeding the plan bonus for the General Director and senior officers in 2023	100%
6	07/2024.NQ.HĐQT.CPC	04/05/2023	Regulations on dividend payment in 2023	100%
7	08/2024.NQ.HĐQT.CPC	27/08/2024	Transactions with related parties	100%
8		30/12/2024	The Board of Directors convened and agreed to authorize the General Director to open accounts, execute loan agreements, and conduct related transactions at the bank, while also entrusting the General Director with the utilization and management of accounts and banking services.	100%

11. Income of the Board of Directors' members

	Salary	Bonus	Remuneration	Total Income
Mr. Vo Viet Thanh – Chairman of the BOD	147,600,000	308,797,916	30,707,813	487,105,729
Mr. Nguyen Van Trung – Member of the BOD cum General Director	619,800,000	1,194,355,000	29,268,750	1,843,423,750
Mr. Nguyen Ngoc Minh – Member of the BOD cum Deputy General Director	519,600,000	993,432,000	29,268,750	1,542,300,750
Mr. Pham The Hung – Member of the BOD	374,100,000	745,532,000	29,268,750	1,148,900,750
Mr. Ho Quang Thai – Member of the BOD	-	47,075,000	29,268,750	76,343,750

12. With the aforementioned positive achievements, on behalf of the Board of Directors, I wish the general meeting great success, and the Board of Directors will actively innovate the company further to help CPC develop sustainably in the marketplace.

I wish all delegates good health, luck, happiness, and once again, I wish the general meeting great success.

ON BEHALF OF THE BOARD OF DIRECTORS

A&C AUDITING AND CONSULTING CO., LTD.

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INDEPENDENT AUDITOR'S REPORT

**To: THE SHAREHOLDERS, THE BOARD OF MANAGEMENT AND THE BOARD OF DIRECTORS
CANTHO PESTICIDES JOINT STOCK COMPANY**

We have audited the accompanying Financial Statements of Cantho Pesticides Joint Stock Company (hereinafter referred to as "the Company"), which were prepared on 19 March 2025, from page 05 to page 33, including the Balance Sheet as of 31 December 2024, the Income Statement, the Cash Flow Statement for the fiscal year then ended and the Notes to the Financial Statements.

Responsibility of the Board of Directors

The Company's Board of Directors is responsible for the preparation, true and fair presentation of these Financial Statements in accordance with the Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and relevant statutory requirements on the preparation and presentation of Financial Statements; and responsible for such internal control as the Company's Board of Directors determines necessary to enable the preparation and presentation of the Financial Statements to be free from material misstatement due to frauds or errors.

Responsibility of Auditors

Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and true and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion.

Opinion of the Auditors

In our opinion, the Financial Statements give a true and fair view, in all material respects, of the financial position as of 31 December 2024 of Cantho Pesticides Joint Stock Company, its financial performance and its cash flows for the fiscal year then ended, in conformity with the Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and relevant statutory requirements on the preparation and presentation of the Financial Statements.



Nguyen Hau Danh

Partner

Audit Practice Registration Certificate No. 1242-2023-008-1

Authorized Signatory

Can Tho City, 19 March 2025

Thieu Thi Bao Nhi

Auditor

Audit Practice Registration Certificate No. 4695-2024-008-1

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

DRAFT
REGULATIONS ON OPERATION OF THE BOARD OF
SUPERVISORS

CAN THO PESTICIDES JOINT STOCK COMPANY

*(Issued pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders
Can Tho Pesticides Joint Stock Company)*

Can Tho,

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Chapter I: GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: The Regulations on Operation of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company Charter, and other relevant regulations.

2. Subjects of Application: The Regulations on Operation of the Board of Supervisors apply to the Board of Supervisors and its members.

Article 2. Operating Principles of the Board of Supervisors

The Board of Supervisors operates on the principle of collective leadership. Each BKS member is individually responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

Article 3. Definitions and Terminology

1. In these Regulations, the following terms are understood as follows:

a) Charter capital means the total par value of shares that have been sold or registered for subscription at the time of establishment of the Company and as prescribed in Article 6 of the Charter of Can Tho Pesticides Joint Stock Company;

b) Law on Enterprises refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;

c) 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, and its amendments and supplements;

d) Executives mean the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors;

e) Managers of the Company include the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

f) Affiliated persons refer to individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities;

g) Shareholders mean individuals or organizations that own at least one share of the Company;

h) Members of the Board of Supervisors are referred to as Supervisors;

i) Trade secrets and business secrets are information obtained from financial investment and intellectual activities, which have not been disclosed and are capable of being used in

business.

2. In these Regulations, references to one or more provisions or other documents also include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of these Regulations) are used for ease of understanding and do not affect the content of these Regulations.

Chapter II: MEMBERS OF THE BOARD OF SUPERVISORS

Article 4. Rights, Obligations, and Responsibilities of BKS Members

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising the assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, prudently, and to the best of their ability to ensure the maximum legitimate interests of the Company.


3. Be loyal to the interests of the Company and its shareholders; do not abuse position, title, and use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter; including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information as requested by members of the Board of Supervisors.

5. In the event of a violation of the provisions in Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the members of the Board of Supervisors must bear individual or joint liability for compensation for such damage. Income and other benefits that members of the Board of Supervisors obtain due to violations must be returned to the Company.

6. In the event that a member of the Board of Supervisors is found to have violated the exercise of rights and performance of obligations, a written notification must be sent to the Board of Supervisors, requesting the violator to cease the violation and remedy the consequences.

Article 5. Term and Number of Members of the Board of Supervisors

1. A member of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other executives of the Company to provide information and documents concerning the financial position and business operations of the Company and of relevant units within the Company, in relation to the assigned duties of such member, provided that the request is approved by the Board of Directors and the requested information does not fall within the scope of the Company's trade secrets. The person receiving the information shall be responsible for maintaining confidentiality and using the information solely for the assigned tasks. 

2. Managers of the Company shall be required to provide timely, complete, and accurate information and documents upon request by a member of the Board of Directors. The procedures

for requesting and providing such information shall be specified in the Company's Internal Corporate Governance Regulations.

Article 6. Standards and Conditions for Members of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
- c) Not a family member of a Member of the Board of Directors, the General Director, or another manager;
- d) Not a manager of the Company, not necessarily a shareholder or employee of the Company;
- đ) Not employed in the Company's accounting or finance department;
- e) Not a member or employee of the independent audit firm that audited the Company's financial statements in the three (03) years immediately preceding.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the company's Board of Supervisors must satisfy all conditions as prescribed in Clause 2, Article 169 of the Law on Enterprises.

Article 7. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must have at least a Bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle. Ban kiểm soát phải có hơn một nửa số thành viên thường trú ở Việt Nam.

3. The rights and obligations of the Head of the Board of Supervisors are stipulated in the Company's Charter.

Article 8. Nomination of Members of the Board of Supervisors

1. A shareholder or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Supervisors. Specifically, shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate a maximum of one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate a maximum of three (03) candidates. The nomination and self-nomination of candidates to the Board of Supervisors shall be specified in detail under Clause 1, Article 70 of the Company's Internal Corporate Governance Regulations.

2. In the event that the number of candidates nominated and self-nominated for the Board of Supervisors is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors must nominate additional candidates to ensure that the required number is met in accordance with the Company Charter and the Internal Corporate Governance Regulations. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with the law.

Article 9. Procedures for Electing, Dismissing, and Removing Members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors are within the authority of the General Meeting of Shareholders.

2. The vote to elect members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected Supervisor is determined based on the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes. theo nguyên tắc bầu dồn phiếu.

Article 10. Cases of Dismissal and Removal of Members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

a) No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Enterprise Law; Trong trường hợp này, thành viên Ban kiểm soát phải thông báo với Hội đồng quản trị về việc không còn đáp ứng đủ điều kiện theo quy định tại khoản điểm a Khoản 3 Điều này và đương nhiên không còn là thành viên Ban kiểm soát kể từ ngày không đáp ứng đủ các tiêu chuẩn và điều kiện

b) Has a letter of resignation and is approved;

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

3. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

a) Fails to complete assigned tasks and duties;

b) Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeatedly violates or seriously violates the obligations of a member of the Board of

Supervisors as prescribed by the Enterprise Law and the Company's Charter;

d) Other cases as resolved by the General Meeting of Shareholders.

Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Supervisors

1. In the event that candidates for the Board of Supervisors have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the company if elected as a member of the Board of Supervisors. Information related to the candidates for the Board of Supervisors to be published includes:

a) Full name, date, month, and year of birth;

b) Qualification;

c) Work experience;

d) Other management positions;

dd) Interests related to the Company and its related parties;

e) Other information (if any) as stipulated in the Company Charter;

g) The Company must be responsible for disclosing information about the companies where candidates for the Board of Supervisors hold management positions and their interests related to the Company (if any).

2. Notification of the results of the election, dismissal, or removal of members of the Board of Supervisors shall comply with regulations guiding information disclosure.

Chapter III: BOARD OF SUPERVISORS

Article 12. Rights, Obligations, and Responsibilities of the Board of Supervisors

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and administration of the Company.

2. Inspect the reasonableness, legality, honesty, and prudence in the management and administration of business activities; the systematization, consistency, and appropriateness of accounting, statistics, and financial reporting.

3. Appraise the completeness, legality, and honesty of the Company's annual business performance report and financial statements, the Board of Directors' management performance report, and present the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons subject to the approval of the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions that require approval by the Board of Directors or the General Meeting of

Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.

5. Examine the Company's accounting books, accounting records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.

6. At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the inspection completion date, the Board of Supervisors must report on the requested inspection matters to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as stipulated in this Clause shall not impede the normal operation of the Board of Directors or disrupt the Company's business operations.

7. The Board of Supervisors is responsible for receiving requests to inspect books and records from ordinary shareholders as stipulated in Clause 1, Article 45 of the Company Charter, and for carrying out the requests for information provision to the Board of Directors, the General Director, or other managers. The information request process is stipulated in the Internal Regulations on Corporate Governance. The recipient of the information is responsible for maintaining the confidentiality of the information provided and utilizing it for the designated purpose.

8. Recommend to the Board of Directors or the General Meeting of Shareholders measures for amending, supplementing, and improving the Company's management, supervisory, and operational organizational structure.

9. When detecting any member of the Board of Directors or the General Director violating regulations stipulated in Article 165 of the Enterprise Law, the Board of Supervisors must immediately notify the Board of Directors in writing, requiring the violator to cease the violation and implement remedial solutions.

10. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors, and other Company meetings.

11. Utilize independent consultants and the Company's internal audit department to execute assigned tasks.

12. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

13. Examine specific issues related to the Company's management and operations as requested by shareholders.

14. Require the Board of Directors to convene an extraordinary General Meeting of

Shareholders.

15. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days if the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises.

16. Request the Chairman of the Board of Directors to convene a Board of Directors meeting.

17. Review, excerpt, and copy partially or entirely the declared List of Related Persons and Related Interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises. The process for requesting information is stipulated in the internal regulations on Corporate Governance.

18. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to audit the Company's financial statements; and approved auditing organizations to inspect the Company's operations when deemed necessary.

19. Bear responsibility to shareholders for their supervisory activities.

20. Monitor the Company's financial situation and the legal compliance of members of the Board of Directors, the General Director, and other managers in their activities.

21. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.

22. In the event of discovering any violation of law or the Company's Charter by a member of the Board of Directors, the General Director, or another executive of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to rectify the consequences.

23. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

24. Witness the Board of Directors organizing the ballot counting and preparing the ballot counting minutes if requested by the Board of Directors in the case of obtaining shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders.

25. The Head of the Board of Supervisors directs the General Meeting of Shareholders to elect a chairperson for the meeting in the event of the Chairman's absence or temporary inability to work, and the remaining members of the Board of Directors are unable to elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

26. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

Article 13. Right to be provided with information of the Board of Supervisors

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

a) Meeting invitations, ballots for Board of Directors members, and accompanying documents;

b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) General Director's report submitted to the Board of Directors or other documents issued by the Company.

2. The Board of Supervisors shall have the right to access records and documents of the Company maintained at its head office, branches, and other locations; and shall have the right to visit the workplaces of the Company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers and executives shall be responsible for fully, accurately, and promptly providing information and documents related to the management, administration, and business operations of the Company upon request by a member of the Board of Supervisors or the Board of Supervisors.

Article 14. Responsibilities of the Board of Supervisors in convening extraordinary General Meetings of Shareholders

1. The Board of Supervisors is responsible for replacing the Board of Directors to convene a General Meeting of Shareholders within 30 days in case the Board of Directors does not convene a General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;

b) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors, but the Board of Directors does not implement it, unless otherwise stipulated in the Company's Charter.

2. In case the Board of Supervisors does not convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for any arising damages.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV: BOARD OF SUPERVISORS MEETINGS

Article 15. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice (02) a year, with the number of members attending the meeting being at least two-thirds (2/3) of the members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors,

the General Director, and representatives of the approved audit organization to attend and answer matters that need clarification.

Article 16. Minutes of the Board of Supervisors Meeting

The minutes of the Board of Supervisors meeting are prepared in detail and clarity. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

Chapter V: REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual Report Submission

The reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. Report on the Company's business results, on the performance of the Board of Directors, and the General Director to be submitted to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
2. Self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. Summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of supervising the Company's operational and financial status.
5. Evaluation report on transactions between the Company, Company's subsidiaries, other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which members of the Board of Directors are founders or enterprise managers within the last three (03) years prior to the transaction.
6. Monitoring results for the Board of Directors, General Director, and other corporate executives.
7. Evaluation results of the operational coordination between the Supervisory Board and the Board of Directors, General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of audit organizations authorized to audit the Company's Financial Statements; audit organizations authorized to inspect the Company's operations when deemed necessary.

Article 18. Salary and Other Benefits

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members are implemented according to the following regulations:

1. Supervisory Board members are paid salaries, remuneration, bonuses and other benefits

as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.

2. Supervisory Board members are reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total remuneration and expenses do not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions and must be itemized separately in the Company's annual financial statements.

Article 19. Disclosure of Related Interests

1. Members of the Company's Supervisory Board must declare to the Company their related interests, including:

a) Name, enterprise code, address of the head office, business lines of the enterprise they own or hold a capital contribution or shares in; the percentage and time of ownership, holding the capital contribution or those shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons own, jointly own or separately own a capital contribution or shares exceeding 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

3. Supervisory Board members and related persons of the Supervisory Board members may only use information obtained by virtue of their position to serve the interests of the Company.

4. Supervisory Board members are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with Supervisory Board members or with related persons of Supervisory Board members in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.

5. Members of the Supervisory Board and their related persons may not use or disclose to others inside information to carry out related transactions.

Chapter VI

RELATIONSHIP OF THE SUPERVISORY BOARD

Article 20. Relationships Between Members of the Board of Supervisors

Members of the Board of Supervisors maintain independent relationships, without dependence on each other, but collaborate and cooperate in shared tasks to ensure effective execution of the responsibilities, rights, and duties of the Board of Supervisors in accordance with legal regulations and the Company Charter. The Head of the Board of Supervisors coordinates the shared work of the Board of Supervisors, yet does not possess the authority to control individual members.

Article 21. Relationship with the Executive Board

The Board of Supervisors maintains an independent relationship with the Company's Executive Board, serving as the entity responsible for overseeing the Executive Board's activities.

Article 22. Relationship with the Board of Directors

The Board of Supervisors maintains an independent relationship with the Company's Board of Directors, serving as the entity responsible for overseeing the Board of Directors' activities.

Chapter VII: IMPLEMENTATION CLAUSES

Article 23. Effectiveness

The Regulations on Operation of the Board of Supervisors of Can Tho Pesticide Joint Stock Company comprise 7 chapters, 23 articles, and are effective from

On behalf of the Board of Supervisors

Head of the Board

(Sign, full name and seal)

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

DRAFT
REGULATIONS ON OPERATION OF THE BOARD OF
DIRECTORS

CAN THO PESTICIDES JOINT STOCK COMPANY

*(Promulgated pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders
Can Tho Pesticides Joint Stock Company)*

Can Tho,2025

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Chapter I: GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: The Regulations on Operation of the Board of Directors stipulate the organizational structure of personnel, operating principles, rights, and obligations of the Board of Directors and Board of Directors' members to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, the Internal Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of Application: These Regulations apply to the Board of Directors, Board of Directors' members, and related subjects mentioned herein.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors operates on the principle of collective leadership. Board of Directors' members are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the Company's development.

2. The Board of Directors assigns the General Director the responsibility to organize the implementation of the resolutions and decisions of the Board of Directors.

Article 3. Definitions and Terminology

1. In these Regulations, the following terms are understood as follows:

a) Charter capital means the total par value of shares sold or registered for subscription upon the establishment of the Company and in accordance with Article 6 of the Charter of Can Tho Pesticides Joint Stock Company;


b) The Law on Enterprises refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, together with its amending and supplementing documents;

c) The 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, together with its amending and supplementing documents;

d) Managers of the Company include the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

e) Related persons refer to individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities;

- f) Shareholders are individuals or organizations owning at least one share of the Company;
- g) Members of the Board of Supervisors refer to Supervisors;
- h) Non-executive members of the Board of Directors are those who do not concurrently hold the positions of General Director, Deputy General Director, or Chief Accountant of the Company.
- j) Trade secrets and business secrets are information obtained through financial and intellectual investment activities, which have not been disclosed and are capable of being used in business.

2. In this Regulation, any reference to one or more provisions or legal documents shall include all amendments, supplements, or replacements thereof.. 

3. Section titles (Sections and Articles of these Regulations) are for ease of understanding and do not affect the content herein.

Chapter II: MEMBER OF THE BOARD OF DIRECTORS


Article 4. Rights and Obligations of a Member of the Board of Directors

1. Members of the Board of Directors possess all rights and responsibilities stipulated by the Law on Enterprises, the Law on Securities, relevant legislation, and the Company Charter, including the right to access information and documentation regarding the Company's and its units' financial status and business operations.
2. Members of the Board of Directors are obligated to adhere to the Law on Enterprises, the Company Charter, and the following obligations:
 - a) Discharge their duties with integrity and diligence, prioritizing the best interests of the shareholders and the Company;
 - b) Attend all Board of Directors meetings and contribute to discussions on matters presented;
 - c) Diligently and comprehensively report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d) Report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, other companies controlled by the Company with more than 50% of charter capital, with Members of the Board of Directors or their related parties; transactions between the Company and companies where the Member of the Board of Directors was a founder or manager within the past three (03) years;
 - e) Publicly disclose information when conducting Company stock transactions as required by law.

Article 5. Information Access Rights of Members of the Board of Directors

1. Members of the Board of Directors, upon approval from the Board, may request information and materials from the General Director, Deputy General Directors, and other company executives regarding the financial status and business activities of the Company and its units relevant to the performance of their assigned duties, provided such information is not classified as confidential business information. Recipients of the information are responsible for its confidentiality and must use it solely for its intended purpose.
2. Company managers are required to promptly provide complete and accurate information and documents upon request from Members of the Board of Directors. Specific procedures for requesting and supplying information are detailed in the internal Company Governance Regulations.

Article 6. Number, Term, and Composition of Members of the Board of Directors

1. The Board of Directors shall consist of three (03) to five (05) members. 
2. The term of a Member of the Board of Directors shall not exceed five (05) years, and members are eligible for re-election for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for a maximum of two (02) consecutive terms.
3. In cases where all Members of the Board of Directors reach the end of their term concurrently, those members shall continue to serve until newly elected members are appointed and assume their responsibilities.
4. Structure of the Board of Directors:

The structure of the company's Board of Directors must ensure that at least 1/3 of its members are non-executive members. The company limits the maximum number of Board members who hold concurrent executive positions within the company to maintain the Board's independence.

The number of independent Members of the Board of Directors must ensure a minimum of 01 independent member.

Article 7. Standards and Conditions for Members of the Board of Directors

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

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Possess professional qualifications and experience in business administration or in the Company's business field, sector, or profession, and not necessarily be a shareholder of the Company;

c) A Member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company and may only concurrently serve as a member of the Board of Directors at a maximum of five (05) other companies;

d) Members of the Board of Directors must not be family members of the General Director and other managers of the company; or of the manager or the person authorized to appoint the manager of the parent company.

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

a) Not currently working for the Company, its parent company, or its subsidiaries; not having worked for the Company, its parent company, or its subsidiaries for at least the previous 03 consecutive years;

b) Not receiving a salary or remuneration from the company, except for allowances that Members of the Board of Directors are entitled to according to regulations;

c) Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or is a manager of the Company or its subsidiary;

d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;

e) Not having previously served as a Member of the Board of Directors or the Board of Supervisors of the Company for at least the previous 05 consecutive years, except in cases of continuous appointment for 02 terms.

3. Independent Members of the Board of Directors must notify the Board of Directors when they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent Member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case of an independent Member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Members of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent Member of the Board of Directors.

Article 8. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors of the Company must not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Establish the Board of Directors' operational programs and plans;
- b) Prepare programs, content, and documents for meetings; convene, preside over, and chair Board of Directors meetings;
- c) Organize the approval of Resolutions/Decisions of the Board of Directors;
- d) Supervise the implementation of Resolutions/Decisions of the Board of Directors;
- e) Preside over the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

4. In the event the Chairman of the Board of Directors resigns or is dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal.

5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another Member of the Board of Directors, to exercise the rights and fulfill the obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In cases where there is no authorized person or the Chairman of the Board of Directors passes away, is missing, is in custody, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation facility, a compulsory education facility, has absconded from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition, self-control, or is prohibited by the Court from holding the position, practicing their profession or engaging in certain jobs, the remaining members will elect one person among themselves to serve as the Chairman of the Board of Directors according to the principle of a majority of remaining members' approval until a new decision of the Board of Directors is reached.

6. When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when needed, provided that such dismissal is not contrary to the prevailing labor regulations. The Company Secretary has the following rights and obligations:

- a) Provide support in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;

- b) Support the Member of the Board of Directors in performing their assigned rights and duties;
- c) Assist the Board of Directors in applying and implementing the corporate governance principles;
- d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with information provision and disclosure obligations, and administrative procedures;
- đ) Other rights and obligations as stipulated in the Company Charter and Internal Regulations on Corporate Governance.

Article 9. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss Members of the Board of Directors in the following cases:

- a) No longer meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises. In this case, the Member of the Board of Directors must inform the Board of Directors of no longer fulfilling the conditions as specified in Clause a, Section 3 of this Article and shall cease to be a Member of the Board of Directors automatically from the date of not meeting these standards and conditions;
- c) Submitting a resignation letter and receiving approval;
- d) Other cases as specified in the Law on Enterprises and the Company Charter.

2. In case a Member of the Board of Directors submits a resignation letter, the following procedures for acceptance will apply:

a) To announce resignation, the resigning Member of the Board of Directors must submit a Resignation Letter to the Board of Directors, including the following essential contents:

- Position being resigned;
- Reasons for resignation;
- Effective date (specifying the commencing date);
- Signature and full name (handwritten) of the Board of Directors member.


b) The process for handling resignation letters from members of the Board of Directors, as stipulated in point a of this clause, is as follows:

- The company announces unusual information within 24 hours of receiving the resignation letter.

- The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation to the Board of Directors members within 07 (seven) working days from the date the Company receives the resignation letter and no later than three (03) working days before the meeting date.
- The Board of Directors meeting must be held no later than 10 (ten) working days from the date the Company receives the resignation letter.
 - + In the event that the Board of Directors approves the acceptance of the resignation letter, the resigning Board of Directors member shall continue to exercise their rights and obligations until the General Meeting of Shareholders approves the decision to dismiss the Board of Directors member.
 - + In the event that the Board of Directors does not approve the acceptance of the resignation letter, the resigning Board of Directors member shall continue to exercise their rights and obligations until the General Meeting of Shareholders approves the decision to dismiss the Board of Directors member. The Board of Directors must issue a written notice clearly stating the reasons for refusing to accept the resignation letter to the resigning Board of Directors member no later than 02 (two) working days after the date of the decision.
- The Resolution of the Board of Directors on accepting the resignation letter must be announced as unusual information within 24 hours of the decision.


3. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

- a) Does not participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases stipulated by the Enterprise Law and the Company's Charter.

4. When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; dismiss a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 3 of this Article. 

6. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of Board of Directors members is reduced by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors decreases, not ensuring the prescribed ratio. 


c) Except for the cases specified in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace the dismissed Board of Directors members at the nearest meeting.

Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors.

1. A shareholder or a group of shareholders owning at least 10% of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. The nomination of individuals to the Board of Directors is carried out as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to 20% of the total voting shares has the right to nominate one (01) candidate; from over 20% to 30% may nominate a maximum of two (02) candidates; from over 30% to 40% may nominate a maximum of three (03) candidates; from over 40% to 50% may nominate a maximum of four (04) candidates; from over 50% may nominate a maximum of five (05) candidates or more. The nomination and candidacy for membership of the Board of Directors are detailed in Clause 1, Article 44 of the Internal Regulations on Corporate Governance.

b) Based on the number of Board of Directors members stipulated in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of these Regulations, the shareholder or group of shareholders specified in Point a, Clause 1 of this Article has the right to nominate one or several individuals, as decided by the General Meeting of Shareholders, as Board of Directors candidates.

 3. In the event that the number of Board of Directors candidates nominated is insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors must nominate additional candidates to ensure the required number. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. The voting to elect Board of Directors members must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected, and the shareholder has the right to cast all or part of their total votes for one or several candidates. Successful

candidates for Board membership are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be based on the criteria of the election regulations or the Company Charter.

7. The dismissal or removal of a member of the Board of Directors shall be conducted by the General Meeting of Shareholders through a voting method (approval, disapproval, abstention). The voting percentage for approval using this voting method is stipulated in Clause 2, Article 21 of the Company Charter.

Article 11. Notification of the Election, Dismissal, and Removal of Board of Directors Members

1. In cases where Board of Directors candidates have been determined in accordance with the Charter and Internal Regulations on Corporate Governance, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to learn about these candidates before casting their votes. Board of Directors candidates must provide a written commitment regarding the honesty and accuracy of the published personal information and must pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work experience;
- d) Other management positions (including Board of Directors positions in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (If any) as stipulated in the Company Charter;
- g) The Company must disclose information about the companies in which the candidate is currently holding a position as a member of the Board of Directors, other management positions, and the candidate's interests related to the Company (If any).




2. Notification of the results of the election, dismissal, and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

Chapter III: Board of Directors

Article 12. Rights and Obligations of the Board of Directors

1. The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to decide and execute the Company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide the Company's strategy, medium-term development plan, and annual business plan;
- b) Propose the types of shares and the total number of shares offered for sale for each type;
- c) Decide to sell unsold shares within the authorized offering limit of each share type; decide to raise additional capital in other forms;
- d) Decide the selling price of the Company's shares and bonds;
- e) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Enterprise Law;
- f) Decide to invest in and sell assets with a value of less than 35% of the total asset value recorded in the Company's latest financial statement; 
- g) Decide the market development, marketing, and technology development strategies;
- h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 05% or more of the total asset value recorded in the Company's latest annual financial statement; contracts and transactions as prescribed in Clause 2, Article 167 of the Enterprise Law, excluding contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law; 
- i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; decide the salaries, remuneration, bonuses, and other benefits of those managers at the suggestion of the Chairman of the Board of Directors; appoint authorized representatives to participate in the Member Council or the General Meeting of Shareholders of other companies, decide their remuneration and other benefits; Approve the appointment, signing of labor contracts, and termination of labor contracts with Directors, Deputy Directors, and Heads of Departments; 

- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
 - k) Decide the organizational structure and internal management regulations of the Company; decide to establish subsidiaries, branches, representative offices, and capital contributions and share purchases in other enterprises;
 - l) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions;
 - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) Propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses arising in the course of business;
 - o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
 - p) Decide to issue the Board of Directors' Operating Regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the Company;
 - r) Request the General Director, Deputy General Director, other managers, and other executives in the Company to provide information and documents regarding the financial status and business operations of the Company and its units. The requested manager must provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specified in the Regulations on Corporate Governance.
 - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, the Company Charter, and the Regulations on Corporate Governance.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of certain articles of the Law on Securities.
4. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining opinions in writing, or other forms as prescribed by the Company Charter. Each Member of the Board of Directors has one vote.
5. In cases where resolutions or decisions adopted by the Board of Directors violate legal regulations, resolutions of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who approved such resolutions or decisions shall

be jointly and severally liable for such resolutions or decisions and must compensate the Company for the damages; members who objected to the adoption of such resolutions or decisions shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul such resolutions or decisions.

Article 13. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts

1. The Board of Directors approves contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's latest financial statements between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers, and affiliated persons of these subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the Company, and their affiliated persons;
- Enterprises that Members of the Board of Directors, Board of Supervisors Members, General Director, and other managers of the Company must declare as prescribed in Clause 2, Article 164 of the Law on Enterprises.

3. The Company representative signing the contract or transaction must notify the Members of the Board of Directors and the Board of Supervisors about the related parties to such contract or transaction and enclose a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notification, unless the Company Charter stipulates a different time limit; Members of the Board of Directors who have related interests with the parties to the contract or transaction do not have the right to vote.

Article 14. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders


1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining Members of the Board of Directors or Board of Supervisors is less than the minimum number prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, bearing the full signatures


of the relevant shareholders, or the request must be made in multiple copies, collecting all signatures of the relevant shareholders;

- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and the Company's Charter.

2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed in the Company's Charter or upon receipt of a request as specified in Point c and Point d, Clause 1 of this Article; 

3. The convener of the General Meeting of Shareholders must carry out the following tasks:

- a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no later than ten (10) days before the date of sending the notice of the General Meeting of Shareholders if the Company's Charter does not stipulate a shorter period. The Company must announce the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
- b) Prepare the agenda and content of the meeting;
- c) Provide information and resolve complaints related to the list of shareholders; 
- d) Prepare documents for the meeting;
- e) Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting;
- f) Determine the time and place of the meeting;
- g) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- h) Other tasks serving the meeting.

Article 15. Sub-committees assisting the Board of Directors.

1. When deemed necessary, the Board of Directors may establish subordinate sub-committees to be in charge of development policy, human resources, compensation and benefits, internal audit, and risk management. The number of members of a sub-committee is decided by the Board of Directors, with a minimum of two (02) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the

majority of the sub-committee, and one of these members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The activities of the sub-committees must comply with the regulations of the Board of Directors. Resolutions of a sub-committee are only valid when approved by a majority of the members present and voting at the sub-committee's meeting..

2. The execution of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and regulations in the Company's Charter and internal regulations on corporate governance.

Chapter IV: BOARD OF DIRECTORS MEETING

Article 16. Board of Directors Meeting


1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number or percentage of votes, the members shall elect one person among them to convene the Board of Directors meeting by majority vote.

2. The Board of Directors must convene at least quarterly and may hold extraordinary meetings.

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


- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least five (05) other managers;
- c) At the request of at least two (02) Members of the Board of Directors;
- d) Other circumstances as stipulated in the Company's Charter.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request as stipulated in Clause 3 of this Article. If a meeting is not convened as requested, the Chairman shall be liable for any damages incurred by the Company; the requesting party has the right to replace the Chairman to convene the Board meeting, following the same convening procedure. 


6. The Chairman of the Board of Directors, or the convener of the Board meeting, must send a meeting invitation no later than three (03) working days before the meeting date, unless

otherwise stipulated in the Company's Charter. The invitation must specify the time and location of the meeting, the meeting format, agenda, issues to be discussed and decided upon. Meeting materials and voting ballots must be included with the invitation.


Invitations to Board of Directors' meetings may be sent by letter, telephone, fax, or electronic means, ensuring delivery to the registered contact address of each Member of the Board of Directors at the Company. Board meetings shall be held at the Company's headquarters or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consent of the Board of Directors. 

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying materials to the Members of the Board of Supervisors as with the Members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8.  A meeting of the Board of Directors is valid when at least three-quarters of the total number of members are present. If a meeting convened under this Article does not have a quorum, a second meeting shall be convened within seven (07) days of the originally scheduled date. In this case, the meeting is valid if more than half (1/2) of the members of the Board of Directors are present.

9. A Member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a) Attend and vote in person at the meeting;
- b) Authorize another person to attend and vote at the meeting as stipulated in Clause 11 of this Article;
- c) Attend and vote via video conference, electronic voting, or other electronic means;
- d) Send a ballot to the meeting via mail, fax, or email;
- đ) Send a ballot by other means as prescribed by law (If any). 

10. In the event of submitting a ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the commencement of the meeting. The ballot shall only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. A member may authorize another Board member or another individual to attend and vote if approved by the majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority (more than ½) of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Board of Directors. Note that Board members may not vote on transactions that benefit themselves or their related persons as stipulated by the Law on Enterprises and Article 43 of the Company Charter.

13. Meetings of the Board of Directors may be held via online conference between Board members when all or some members are in different locations, provided that each participating member can:

- a. Hear each other participating Board member speak during the meeting;
- b. Speak to all other attendees simultaneously. Discussions between members can be conducted directly via telephone or other means of communication, or a combination thereof. A Board member participating in such a meeting is considered "present" at the meeting. The location of the meeting held under these regulations is the location with the largest number of Board of Directors, or the location where the Chairman of the meeting is present.

14. Decisions passed in online meetings are effective immediately upon conclusion of the meeting but must be confirmed by the signatures of all attending Board members in the minutes.

15. Resolutions obtained through written opinions are adopted based on the approval of the majority of Board of Directors members with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

16. Minutes of Board of Directors meetings are prepared in Vietnamese and may also be prepared in a foreign language. Minutes in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail. The minutes must be signed by the Chairman and the minute-taker, unless otherwise stipulated by law.

17. Passage of Board of Directors resolutions and decisions through online conferencing:

- a. A Board of Directors meeting adopting resolutions and decisions through online conferencing is a regular or extraordinary Board of Directors meeting held online as decided by the Chairman of the Board of Directors at each specific time, utilizing electronic means to connect and transmit images and sound via the internet, enabling Board members at different locations to attend, monitor the proceedings, discuss, and vote on meeting matters;

- b. Resolutions and decisions of the Board of Directors passed at meetings held via online conference have the same validity as those passed in face-to-face meetings;
- c. The sequence and procedures for organizing Board of Directors meetings to pass resolutions and decisions via online conferences shall be implemented according to the regulations stipulated in the Company's Internal Governance Regulations and the Charter of Organization and Operation of the Board of Directors.

18. Passing Board of Directors resolutions and decisions through written opinions:

- a. The Chairman of the Board of Directors has the authority to decide to obtain written opinions from Board members when deemed necessary for the benefit of the Company;
- b. Resolutions and decisions of the Board of Directors passed through obtaining written opinions shall have the same effect and validity as resolutions and decisions passed by the Board members at meetings;
- c. The procedures for obtaining written opinions to pass resolutions and decisions of the Board of Directors shall be carried out in accordance with the provisions of the Company's Internal Governance Regulations and the Charter of Organization and Operation of the Board of Directors.

Article 17. Minutes of Board of Directors Meetings

- 1. All Board of Directors meetings must be recorded in minutes, and may be audio-recorded, video-recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be additionally prepared in a foreign language, including the following main contents:
 - a) Name, address of the headquarters, enterprise registration number;
 - b) Time and location of the meeting;
 - c) Purpose, agenda, and content of the meeting;
 - d) Full name of each attending member or authorized representative and the method of attendance; full name of absent members and reasons for absence;
 - e) Matters discussed and voted on at the meeting;
 - f) Summary of each attending member's opinion in chronological order of the meeting;
 - g) Voting results, clearly stating the members who agreed, disagreed, and abstained;
 - h) Matters approved and the corresponding approval rate;
 - i) Full name and signature of the chairperson and the minute-taker, except for cases specified in Clause 2 of this Article.

2. In cases where the chairperson and the minute-taker refuse to sign the minutes, but if signed by all other members of the Board of Directors attending the meeting, and with complete content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, these minutes shall be valid.
3. The chairperson, minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
4. Minutes of the Board of Directors meetings and documents used in the meeting must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

Chapter V: REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Annual Report Submission

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

a) **Company's business performance report;**

b) Financial statements;

c) Report evaluating the Company's management and administration;

d) Board of Supervisors' assessment report.

2. The reports stipulated in points a, b, and c, clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than thirty (30) days prior to the commencement of the Annual General Meeting of Shareholders.

3. The reports stipulated in clauses 1 and 2 of this Article, the Board of Supervisors' assessment report, and the audit report must be maintained at the Company's headquarters no later than twenty-one (21) days before the commencement of the Annual General Meeting of Shareholders. Shareholders who have continuously held the Company's shares for at least one (01) year have the right, either individually or accompanied by a lawyer, accountant, or certified auditor, to directly review the reports as stipulated in this Article.

Article 19. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors

1. The Company reserves the right to compensate and award bonuses to Members of the Board of Directors based on business performance and results.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, serving on sub-committees of the Board of Directors, or undertaking tasks beyond the usual scope of a Member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment per instance, salary, commission, percentage of profit, or other forms as determined by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meal expenses, and other reasonable costs incurred while carrying out their responsibilities as Members of the Board of Directors, including costs associated with attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by the Company following approval by the General Meeting of Shareholders. This insurance excludes coverage for liabilities arising from Members of the Board of Directors' violations of the law or the Company Charter.

Article 20. Disclosure of Related Interests

Unless the Company Charter provides otherwise, the disclosure of interests and affiliated persons of the Company adheres to the following regulations:

1. Members of the Board of Directors must declare to the Company their related interests, including:

a) The name, enterprise code, headquarters address, business lines, and industries of enterprises in which they hold capital contributions or shares; the percentage and timing of ownership of such capital contributions or shares;

b) The name, enterprise code, headquarters address, business lines, and industries of enterprises in which their affiliated persons jointly or individually own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be completed within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

3. Any Member of the Board of Directors acting on their own behalf or on behalf of another person to perform work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only proceed with such work upon the approval of the majority of the remaining Members of the Board of Directors; if such work is carried out without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Chapter VI: RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between Members of the Board of Directors

1. The relationship between Members of the Board of Directors is one of coordination, and Members of the Board of Directors have the responsibility to inform each other of relevant matters in the course of handling assigned tasks.

2. In the course of handling tasks, the assigned Member of the Board of Directors primarily responsible must proactively coordinate the handling, should there be matters related to the areas under the responsibility of other Members of the Board of Directors. In cases where there are differing opinions among the Members of the Board of Directors, the primarily responsible member shall report to the Chairman Of The Board Of Directors for consideration and decision according to their authority, or shall organize a meeting or solicit the opinions of the Members of the Board of Directors as prescribed by law, the Company's Charter, and these Regulations.

3. In the event of reassignment between Members of the Board of Directors, the Members of the Board of Directors must hand over related work, records, and documents. This handover must be documented in writing and reported to the Chairman Of The Board Of Directors.

Article 22. Relationship with the Executive Board

In its management role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of collaboration. The working relationship between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence, coupled with close coordination and mutual support in carrying out their duties.
2. Upon receiving inspection reports or summary reports from the Board of Supervisors, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective actions.

Chapter VII: IMPLEMENTATION CLAUSES

Article 24. Effect

The Regulations on Operation of the Board of Directors of Can Tho Pesticide Joint Stock Company consist of 7 chapters, 24 articles, and take effect from

Can Tho,

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Sign, full name and seal)

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

CAN THO PESTICIDES JOINT STOCK COMPANY

..., date ... month ... year 2025

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INTRODUCTION

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders No. ... dated ...April 24th, 2025.

I. DEFINITION OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows::

- a) *The Company* refers to Can Tho Pesticides Joint Stock Company;
- b) *Charter capital* means the total par value of shares sold or registered for subscription upon the Company's establishment, as stipulated in Article 6 of this Charter;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, together with its amendments and supplements;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, together with its amendments and supplements;
- e) *Date of establishment* means the date on which the Company was initially granted the Enterprise Registration Certificate (Business Registration Certificate or any equivalent legal document);
- f) *Executives of the Company* include the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors, as well as Directors and Heads of Departments approved by the Board of Directors;
- g) *Managers of the Company* include the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;
- h) *Related person* means an individual or organization as defined in Clause 23 Article 4 of the Law on Enterprises 2020 and Clause 46 Article 4 of the Law on Securities;
- i) *Shareholder* means any individual or organization holding at least one share in the Company;
- j) *Founding shareholder* means a shareholder holding at least one ordinary share and whose name appears in the list of founding shareholders of the Company;


k) *Major shareholder* means a shareholder holding 5% or more of the voting shares of the Company;

l) *Member of the Board of Supervisors* refers to a Supervisor;

m) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;

n) *VSDC* means the Vietnam Securities Depository and Clearing Corporation;

o) *Contact address* means the registered head office address for organizations; and the permanent residence, workplace, or other address registered with the Company for individuals;

p) *Business secrets or trade secrets* are confidential, undisclosed information obtained through financial or intellectual investment activities that are applicable in business. 

2. References in this Charter to any specific provision(s) or document(s) shall be deemed to include all amendments, supplements, or replacements thereof.

3. The headings (Sections, Articles) in this Charter are for reference and convenience only and shall not affect the content or interpretation of this Charter.

II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Type, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company

1. Company name: CAN THO PESTICIDES JOINT STOCK COMPANY

– English name: Can Tho Pesticides Joint Stock Company

– Abbreviated name: CPC

2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of the Socialist Republic of Vietnam.

3. Registered head office:

- Address: 51 Truong Van Dien Street, Phuoc Thoi Ward, O Mon District, Can Tho City, Vietnam

- Telephone: +84 292 3861 770

- Fax: +84 292 3861 798

- Email: admin@tstcantho.com.vn
- Website: www.tstcantho.com.vn
- Logo



4. The Company may establish branches and representative offices in business locations to fulfill its business objectives, subject to decisions of the Board of Directors and within the scope permitted by law.

5. Unless dissolved earlier as stipulated in Article 55 of this Charter, the Company's term of operation shall be indefinite from the date of establishment.

Article 3. Legal Representative(s) of the Company

1. The Company has one legal representative, namely the General Director.
2. A legal representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions; represents the Company as a petitioner in civil matters, as plaintiff, defendant, or a party with related rights and obligations before arbitration tribunals or courts. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Law on Enterprises and other relevant rights and obligations under applicable laws.
3. A legal representative of the Company must reside in Vietnam and, in the event of leaving the country, must authorize in writing another person who resides in Vietnam to exercise the rights and obligations of the legal representative within the Company during the absence. In such case, the legal representative remains liable for the delegated actions.
4. In the event the authorization period expires and the legal representative has not returned to Vietnam and has not issued a new authorization, the authorized person shall continue to perform the rights and obligations of the Company's legal representative within the scope of the original authorization until the legal representative resumes duty or until the Board of Directors appoints another legal representative.
5. If the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to perform their rights and obligations, or in cases of death, missing status, being under criminal investigation, temporary detention,

imprisonment, undergoing administrative measures at a compulsory rehabilitation or education facility, being restricted or incapacitated in civil acts, having difficulties in cognition or behavioral control, or being prohibited by the court from holding positions, practicing certain professions or doing specific work, the Board of Directors shall appoint another person to act as the legal representative of the Company.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company's Operations

1. The principal business sectors and lines of the Company are as follows:

No.	Business Line	Industry Code
1	Manufacture of fertilizers and nitrogen compounds	2012 (Main)
2	Manufacture of pesticides and other chemical products used in agriculture. Details: Production and processing of plant protection products, and other chemical products used in agriculture.	2021
3	Manufacture of other chemical products not elsewhere classified. Details: Production of veterinary medicine for aquaculture, biological products, environmental remediation products, feed supplements and animal feed, for aquaculture and chemicals used in aquaculture.	2029
4	Processing and preserving aquatic products and products from aquatic products. Detail: Processing seafood for export.	1020
5	Other specialized wholesale not classified elsewhere. Detail: Import and trade of plant protection products, biological products and chemicals of all kinds; Import and trade of fertilizers; Trading in	4669

Charter of Can Tho Pesticides Joint Stock Company

No.	Business Line	Industry Code
	products for treatment and improvement of the environment used in aquaculture; Trading in aquatic breeds, feed supplements, and animal feed for aquaculture; Export of plant protection products, fertilizers, and chemicals for agriculture.	
6	Wholesale of food. Detail: Export of processed food.	4632
7	Wholesale of other household goods. Detail: Trading, import and export of veterinary drugs for aquatic animals.	4649
8	Wholesale of agricultural machinery, equipment, and parts. Detail: Import and trade of machinery, equipment, and tools for agricultural production.	4653
9	Other passenger road transport	4932
10	Freight transport by road	4933

2. The Company's operational objective is to mobilize and utilize capital effectively in the development of production and business activities related to the products within its licensed business lines and functions. At the same time, the Company aims to enhance operational efficiency and maximize reasonable profits, generate employment and stable income for its employees, increase returns for shareholders, contribute to the State budget, and continuously promote sustainable growth and expansion of the Company.

Article 5. Scope of Business and Operations of the Company

The Company is entitled to conduct business activities within the lines of business specified in this Charter, which have been duly registered, notified for changes with the business registration authority, and publicly disclosed on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The charter capital of the Company is VND 43,030,500,000 (Forty-three billion, thirty million, five hundred thousand Vietnamese dong).

The total charter capital is divided into 4,303,050 shares, with a par value of VND 10,000 per share.

2. The Company may increase or decrease its charter capital subject to the approval of the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date of adoption of this Charter, the Company's shares comprise ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are provided in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. The Company officially operates as a joint stock company under Enterprise Registration Certificate No. 1800457478 issued for the first time by the Department of Planning and Investment of Can Tho City on May 7, 2002. In accordance with the Enterprise Law, as of the date hereof, the lock-up period on the transfer of founding shareholders' ordinary shares has expired.

6. Offering of Shares

Offering of shares refers to the issuance of additional shares, including the types of shares the Company is permitted to offer, and the sale of such shares during the Company's operation to increase charter capital.

The offering of shares may be conducted in the following forms:

- a) Offering to existing shareholders;
- b) Public offering;
- c) Private placement;
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be offered to existing shareholders in proportion to their current holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares shall be subject to the decision of the Board of

Directors. The Board of Directors may distribute such shares to shareholders or other parties under terms and conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or stipulated by securities laws.

7. The Company may repurchase its issued shares in accordance with this Charter and prevailing laws.

8. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a type of security that certifies the lawful rights and interests of the holder in relation to a portion of the share capital of the issuing organization. Share certificates must contain all details as stipulated in Clause 1, Article 121 of the Law on Enterprises. In the event of any error in the content or format of a share certificate issued by the Company, the rights and interests of the shareholder shall not be affected. The legal representative of the Company shall be responsible for any damage caused by such errors.

3. Shareholders shall be issued share certificates within seven (07) days from the date on which the Vietnam Securities Depository and Clearing Corporation (VSDC) notifies that it has received the complete dossier for ownership transfer in accordance with legal regulations, or within two (02) months from the date full payment for the subscribed shares is made under the Company's share issuance plan (or within another timeframe as stipulated in the issuance terms). Shareholders shall not be required to pay the Company for the cost of printing the share certificates.

4. In the event a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be issued a new certificate upon request. The shareholder's request must include the following information: a) Details of the lost, damaged, or destroyed share certificate; b) A commitment to be liable for any disputes arising from the reissuance of the new certificate.

5. In the event the Company cancels the registration of securities with the VSDC, it shall reissue physical share certificates to shareholders within thirty (30) days from the effective date of the deregistration as notified by the VSDC.

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

Article 8. Share Transfer

1. All shares are freely transferable unless otherwise stipulated in this Charter or by law. Listed shares on the Stock Exchange shall be transferred in accordance with the applicable laws on securities and the securities market.

2. Unpaid shares are not transferable and shall not be entitled to any shareholder rights, including but not limited to the right to receive dividends, the right to receive bonus shares issued from owner's equity, the right to subscribe for newly offered shares, and other benefits in accordance with applicable laws.

Article 9. Share Redemption

1. In case a shareholder fails to fully and timely pay for the subscribed shares, the Board of Directors shall notify and have the right to demand the outstanding payment. The shareholder shall be liable, in proportion to the total par value of the shares subscribed, for any financial obligations of the Company arising from such non-payment.

2. The payment notice must specify the new payment deadline (which shall be no less than seven (07) days from the date of notification), the place of payment, and clearly state that failure to make the payment as required shall result in the forfeiture of the unpaid shares.

3. The Board of Directors shall have the authority to redeem the unpaid shares if the shareholder fails to comply with the requirements stated in the notice.

4. Redeemed shares shall be considered shares eligible for offering as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or via authorization sell or redistribute the shares under conditions and methods it deems appropriate.

5. Shareholders whose shares are redeemed shall forfeit their shareholder status with respect to those shares but shall remain liable, in proportion to the par value of the subscribed shares, for the financial obligations of the Company arising at the time of redemption as determined by the Board of Directors, from the date of redemption until the payment is fulfilled. The Board of Directors shall have full authority to enforce payment of the full value of the shares at the time of redemption.

6. The redemption notice shall be sent to the shareholder whose shares are being redeemed prior to the effective date of redemption. The redemption shall remain effective notwithstanding any error or negligence in the delivery of the notice.

V. ORGANIZATIONAL STRUCTURE, CORPORATE GOVERNANCE, AND SUPERVISION

Article 10. Organizational Structure, Corporate Governance, and Supervision

The organizational and governance structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Board of Supervisors;
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

- a) To attend and express opinions at the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, or via other methods in accordance with the Company's Charter and applicable laws. Each ordinary share shall carry one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have pre-emptive rights to subscribe for new shares in proportion to their ownership in the Company;
- d) To freely transfer their shares to others, except as stipulated in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other applicable legal regulations;
- e) To review, extract and request corrections to inaccurate information in the list of shareholders with voting rights, including names and contact addresses;
- f) To review, extract, or make copies of the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;
- g) Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding after the Company has settled all liabilities (including obligations to the State, taxes, and fees);
- h) To request the Company to repurchase their shares in accordance with Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In case of preferred shares, the associated rights and obligations must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To access sufficient periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

k) To have their lawful rights and interests protected; to petition for suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders as prescribed in Clauses 3 and 4 of Article 115 and Article 140 of the Law on Enterprises;

b) To review, extract, and make copies of the minutes, resolutions, and decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts, and transactions approved by the Board of Directors, and other documents except those concerning trade or business secrets of the Company;

c) To request the Board of Supervisors to investigate specific matters relating to the management and operation of the Company if deemed necessary. Such requests must be in writing and include the following information: full name, contact address, nationality, legal identification of the individual shareholder; name, enterprise registration number or legal documents of the institutional shareholder; the address of the institution's head office; the number and timing of share ownership of each shareholder in the group; the total number of shares owned by the group; and the issues to be investigated and the purpose of the investigation;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least five (05) working days prior to the opening date of the General Meeting. The proposal must clearly state the shareholder's name, the number of shares of each class owned, and the proposed issue;

e) Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination process shall be as follows:

a) The shareholders forming a group to nominate candidates must notify other shareholders attending the General Meeting of such grouping before the meeting commences;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders referred to in this Clause shall have the right to nominate one or more individuals as candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders in accordance with Articles 25 and 37 of this Charter. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and the Board of Supervisors in accordance with the aforementioned articles.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the shares they have committed to purchase.

2. Not to withdraw contributed capital represented by ordinary shares from the Company under any form, except where such shares are repurchased by the Company or another party. In the event that a shareholder unlawfully withdraws part or all of the contributed capital, that shareholder and any related beneficiary within the Company shall be jointly liable for the Company's debts and other property obligations up to the value of the withdrawn shares and any resulting damages.

3. To comply with the Company's Charter and internal management regulations.

4. To adhere to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their legitimate rights and interests; and to strictly refrain from disclosing, duplicating, or sending the provided information to any third party.

6. To attend the General Meeting of Shareholders and exercise their voting/election rights through one of the following methods:

a) Direct participation and voting/election at the meeting;

- b) Authorizing another individual or organization to attend and vote/elect at the meeting;
 - c) Participating and voting/electing via online meeting, electronic voting, or other electronic means;
 - d) Submitting ballots by mail, fax, or email to the meeting.
7. To bear personal liability if acting on behalf of the Company in any of the following cases:
- a) Violating the law;
 - b) Engaging in business or transactions for personal gain or for the benefit of another organization or individual;
 - c) Making early payments for debts before due dates in the face of financial risks to the Company.
8. In case of any changes related to their contact address or registered ownership information, shareholders must promptly notify the Company's investor relations department or the securities company where the shares are deposited for update and amendment. The Company shall not be held liable for failure to contact or send materials to shareholders due to incorrect, missing, or incomplete contact details.
9. To fulfill other obligations as prescribed by applicable laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be convened once a year and within four (04) months from the end of the financial year. The Board of Directors may extend the time for holding the annual General Meeting of Shareholders when deemed necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be where the chairperson of the meeting is present and must be located within the territory of Viet Nam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, including but not limited to the approval of the audited annual financial statements. If the auditor's report on the Company's

financial statements contains material exceptions, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing organization to attend the annual General Meeting of Shareholders, and such representative is required to attend the meeting.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) When the Board of Directors deems it necessary for the interests of the Company;
- b) When the number of members of the Board of Directors or the Board of Supervisors falls below the statutory minimum;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter; the request for the meeting must be made in writing, clearly stating the reasons and purpose of the meeting and bearing the signatures of the requesting shareholders or compiled from multiple written requests with sufficient signatures of relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene an extraordinary General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or the Board of Supervisors falls below the statutory minimum as provided in Point b, Clause 3 of this Article or upon receiving a request under Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the meeting as required in Point a, Clause 4 of this Article, the Board of Supervisors shall convene the meeting within the next 30 days in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Board of Supervisors fails to convene the meeting under Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the process and procedures of convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses related to convening and conducting the General Meeting of Shareholders shall be

reimbursed by the Company. Such reimbursement does not cover travel, accommodation, or other personal expenses incurred by shareholders attending the meeting.

d) The procedures for convening and conducting the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and duties:

- a) Approving the development orientation of the Company;
- b) Deciding on the types and total number of shares of each type authorized for offering; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, or removing members of the Board of Directors and members of the Board of Supervisors;
- d) Deciding on investment or disposal of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
- e) Deciding on amendments and supplements to the Company's Charter;
- f) Approving the annual financial statements;
- g) Deciding to repurchase more than 10% of the total number of shares of each type already issued;
- h) Reviewing and handling violations committed by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization (division, separation, merger, consolidation, or transformation) or dissolution of the Company and appointing members of the liquidation committee;
- j) Determining the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approving, supplementing, and amending internal governance regulations; the operational rules of the Board of Directors and the Board of Supervisors;
- l) Approving the list of approved audit firms; selecting the approved audit firm to audit the Company; and dismissing auditors when deemed necessary;
- m) Deciding the number of members of the Board of Directors and the Board of Supervisors;

n) Approving contracts and transactions between the Company and related parties as stipulated in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total assets as recorded in the most recent financial statements;

o) Approving transactions as provided for in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;

p) Exercising other rights and duties in accordance with the law.

2. The Annual General Meeting of Shareholders shall discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors and its individual members;

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

đ) The self-assessment report of the Board of Supervisors and the Supervisors;

e) Dividend rate per share for each type of share;

g) Other matters within its authority.

3. All resolutions and matters included in the meeting agenda must be presented for discussion and voting at the General Meeting of Shareholders.

4. All contents approved in the resolutions of previous General Meetings of Shareholders that have not been implemented must be reported by the Board of Directors at the nearest annual meeting. In case of any changes to contents within the authority of the General Meeting of Shareholders, the Board of Directors must submit them for approval at the nearest meeting before implementation.

Article 15. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or other organizations to attend the meeting, or attend via one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder in attending the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney must be prepared in accordance with civil law and clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the scope and contents of authorization, the duration of authorization, signatures and full names (handwritten), and seals (if the authorizing party is an organization) of both the authorizing party and the authorized party. The authorized person must submit the original power of attorney upon registration for the meeting.

The authorized person may further authorize another person only if there is a written consent from the original authorizing shareholder. This written consent must be presented by the re-authorized person upon attending the meeting, together with the original power of attorney. The re-authorized person is not allowed to grant further authorization.

3. The voting ballot/election ballot of the authorized person shall remain valid within the authorized scope, even in the following cases:

- a) The authorizing person has passed away, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply in cases where the Company receives notice of any of the aforementioned events prior to the opening time of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 16. Amendment of Rights

1. The amendment or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of preferred shareholders of a particular class shall only be adopted if it is approved by shareholders of the same class holding at least 75% of the total preferred shares of that class present at the meeting, or by shareholders holding at least 75% of the total preferred shares of that class in case of a resolution passed in the form of written consultation.

2. A meeting of shareholders holding a specific class of preferred shares to approve changes to their rights shall be valid only when at least two (02) shareholders (or their

authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class are present. If the quorum is not met, the meeting shall be reconvened within thirty (30) days, and any shareholders of that class present in person or by proxy, regardless of their number or shareholding, shall constitute a valid quorum. At such meetings, holders of that class of preferred shares, either in person or through authorized representatives, may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting these separate meetings shall be carried out in accordance with the provisions set forth in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the share issuance terms, the special rights attached to preferred shares concerning some or all matters related to the distribution of profits or assets of the Company shall not be affected by the issuance of additional shares of the same class.

Article 17. Convening Meetings, Meeting Agenda, and Notice of General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. Extraordinary General Meetings shall be convened by the Board of Directors in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must carry out the following tasks:

a) Prepare the list of shareholders eligible to attend and vote/elect at the meeting. This list must be made no more than ten (10) days before the notice of the meeting is sent. The Company must disclose the information about preparing this list at least twenty (20) days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Provide information and resolve complaints related to the list of shareholders;

d) Prepare meeting materials;

e) Draft resolutions of the General Meeting of Shareholders in accordance with the expected contents of the meeting;

f) Determine the time and venue of the meeting;

g) Notify and send the meeting notice to all shareholders eligible to attend;

h) Perform other duties in service of the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholder's contact address, and it must also be published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed. The convener must send the meeting notice no later than twenty-one (21) days prior to the meeting date (counted from the date the notice is validly sent or dispatched). The agenda and documents related to the items to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If the materials are not enclosed with the notice, the notice must specify the website link to access all materials, including:

- a) The meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or Board of Supervisors;
- c) Voting/Election ballots;
- d) Proxy form (if any);
- e) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than five (05) business days prior to the scheduled date of the meeting. The proposal must clearly state the name of the shareholder, the quantity and types of shares held, contact address, nationality, ID card number, citizen identification number, passport number or other lawful personal identification documents for individual shareholders; name, enterprise code or establishment decision number, and registered head office address for institutional shareholders; the quantity and types of shares held; and the specific matters proposed to be included in the meeting agenda.

5. If the convener refuses the proposal as mentioned in Clause 4 of this Article, a written response stating the reason must be provided at least two (02) business days prior to the meeting. The convener may reject the proposal in the following cases:

- a) The proposal was not submitted in accordance with Clause 4 of this Article;
- b) At the time of proposal, the shareholder(s) did not meet the 5% ownership threshold as specified in Clause 2, Article 12;
- c) The proposed matter is not within the authority of the General Meeting of Shareholders;

d) The proposal's content or information is inconsistent with the most recent shareholder information held by the Company;

e) Other cases as prescribed by law and this Charter.

6. The convener must include the accepted proposals from Clause 4 in the expected meeting agenda, except for those rejected under Clause 5. The proposed items shall be officially included in the agenda if approved by the General Meeting of Shareholders.

7. The convener shall appoint one or more persons to verify shareholder eligibility and assist with conducting the meeting.

Article 18. Conditions for Convening the General Meeting of Shareholders

1. A General Meeting of Shareholders may be convened when shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting fails to meet the quorum specified in Clause 1 of this Article, a second invitation shall be sent within 30 days from the date of the initially scheduled meeting. The second General Meeting of Shareholders may proceed when shareholders attending the meeting represent at least 33% of the total voting shares.

3. If the second meeting also fails to meet the required quorum, a third invitation must be sent within 30 days from the date of the second meeting. The third General Meeting of Shareholders may proceed regardless of the number of voting shares represented.

4. At the request of the Chairperson of the meeting, the General Meeting of Shareholders may decide to amend the meeting agenda attached to the invitation notice as prescribed in Article 142 of the Law on Enterprises.

Article 19. Meeting Procedures and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must complete shareholder registration procedures and continue registration until all eligible shareholders present have completed the process, as follows:

a) During registration, each shareholder or authorized representative with voting rights shall be issued a voting card/ballot indicating registration number, full name of the shareholder, authorized representative (if any), and number of votes. The General Meeting shall discuss and vote on each item on the agenda. Voting shall be conducted by indicating agreement, disagreement, or no opinion. The ballot counting result shall be announced by the Chairperson or the Vote Counting Committee before the meeting is adjourned. The Meeting

shall elect the vote counting or vote supervising members as proposed by the Chairperson. The number of vote counters shall be decided by the Meeting based on the Chairperson's proposal;

b) Shareholders or their authorized representatives arriving after the meeting has started may still register and participate in the meeting, including voting and electing, from the time of registration. The Chairperson is not obligated to pause the meeting for late arrivals, and prior resolutions shall remain valid.

2. The procedures for electing the Chairperson, Secretary, and Vote Counting Committee are as follows:

a) The Chairperson of the Board of Directors shall chair the meeting or may authorize another Board member to do so. If the Chairperson is absent or temporarily unable to perform duties, the remaining Board members shall elect a Chairperson among them by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall organize the Meeting to elect a Chairperson from the attendees; the nominee with the most votes shall act as Chairperson;

b) In other cases, the person signing the meeting invitation shall organize the Meeting to elect a Chairperson among attendees; the nominee with the most votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons to act as Secretary of the Meeting;

d) The General Meeting shall elect one or more persons to the Vote Counting Committee based on the Chairperson's proposal.

3. The meeting agenda must be approved at the opening session, specifying time allocated for each item.

4. The Chairperson shall take necessary and reasonable measures to maintain order and ensure the meeting follows the approved agenda and reflects the will of the majority of attendees:

a) Arranging seating at the meeting venue;

b) Ensuring safety for all attendees;

c) Facilitating participation of shareholders. The meeting convener may alter these measures or adopt other necessary measures, such as issuing admission cards or implementing alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The voting is conducted by agreeing, disagreeing, or abstaining. The results of the vote will be announced by the Chairman immediately before the meeting is adjourned.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of the issues that have already been voted on remains unchanged.

7. The meeting convener or Chairperson has the following rights:

a) To require attendees to undergo security checks or comply with other lawful and reasonable security measures;

b) To request competent authorities to maintain order and remove disruptive individuals who defy the Chairperson's authority or impede the meeting.

8. The Chairperson may postpone the Meeting for no more than three (03) business days and only in the following cases:

a) The venue cannot accommodate all attendees;

b) Communication equipment is inadequate for participation, discussion, and voting;

c) Attendees are disruptive or create risks to a fair and legal meeting.

9. If the Chairperson unlawfully postpones or suspends the Meeting, the General Meeting shall elect a new Chairperson from among attendees to proceed. All resolutions passed during this session shall remain valid.

10. If the Company holds the Meeting using modern technology (e.g., online meeting), it must ensure that shareholders may participate and vote via electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

Article 20. Conditions for the resolution of the General Meeting of Shareholders to be approved

1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% of the total number of voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

a) The type of shares and total number of each type of shares;

b) Change in business lines, sectors, and areas of operation;

- c) Change in the organizational and management structure of the Company;
- d) Investment project or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- e) Reorganization or dissolution of the Company;

2. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total number of voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Voting for members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares they hold multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders have the right to allocate all or part of their total votes to one or several candidates. The successful candidates for the Board of Directors or Supervisors shall be determined in descending order of vote counts, starting from the candidate with the highest number of votes until the required number of members stipulated in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the last remaining seat on the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among those candidates by cumulative voting.

4. Resolutions of the General Meeting of Shareholders approved by 100% of the total number of voting shares shall be considered lawful and effective even if the procedures for convening and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

5. A shareholder shall be considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online meeting, electronic voting or other electronic forms;
- d) Sending the voting ballot to the meeting by mail, fax, or email;
- đ) Sending the voting ballot via other methods as stipulated in the Company's Charter.

Article 21. Resolutions and Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following key contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, including an appendix of the list of registered shareholders and shareholder representatives attending the meeting with corresponding shares and voting rights;
- g) Total number of votes for each voting matter, clearly stating the voting method, total number of valid and invalid votes, votes in favor, votes against, and abstentions; the corresponding ratio of each to the total number of votes of shareholders attending the meeting;
- h) Voting results for each candidate (if applicable);
- i) Matters passed and the percentage of votes in favor for each;
- j) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contain all contents as required under this clause. The minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting. The chairperson, the secretary, or any person signing the minutes must be jointly responsible for the truthfulness and accuracy of its contents.

3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. The resolutions, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, proxies, all documents attached to the

minutes (if any), and related materials included with the meeting invitation must be archived at the Company's head office.

The resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with regulations on information disclosure on the securities market.

Article 22. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders

The authority and procedure for obtaining shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders are as follows:

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders on the following matters:

- a) Amendments and supplements to the Company's Charter;
- b) Approval, supplement, or adjustment of internal regulations on corporate governance, the Board of Directors' operational regulations, and the Supervisory Board's operational regulations;
- c) Strategic direction for the development of the Company;
- d) Types of shares and the total number of shares of each type;
- e) Election, dismissal, or removal of members of the Board of Directors and Supervisory Board;
- f) Decisions on investments or sales of assets valued at 35% or more of the total asset value stated in the most recent financial statements of the Company;
- g) Approval of annual financial statements;
- h) Reorganization or dissolution of the Company;
- i) Change of industry, business sector, and activities;
- j) Changes to the organizational structure of the Company;
- k) Other matters that the Board of Directors considers necessary for the benefit of the Company.

2. The Board of Directors must prepare the opinion poll, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the

opinion poll. The request and method for sending the opinion poll and accompanying documents shall be implemented in accordance with the provisions of Article 18, Clause 3 of the Company's Charter.

3. The opinion poll must include the following key contents:

- a) Name, address of the head office, business registration number;
- b) Purpose of the opinion poll;
- c) Name, address, nationality, legal document number of individuals for shareholders who are individuals; name, business registration number or legal document number of the organization, head office address for shareholders who are organizations or name, address, nationality, legal document number of the individual representative of a shareholder organization; the number of shares of each type and the number of votes of the shareholder;
- d) Matters requiring approval for a decision;
- e) Voting options, including approval, disapproval, and no opinion on each issue being voted on;
- f) Voting method (if applicable);
- g) The deadline for returning the completed opinion poll to the Company;
- h) The name, signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion polls to the Company via mail, fax, or email according to the registered contact information with the Vietnam Securities Depository and Clearing Corporation as follows:

- a) In the case of sending by mail, the completed opinion poll must be signed by the individual shareholder, the authorized representative, or the legal representative of the shareholder organization. The opinion poll must be placed in a sealed envelope and may not be opened before the vote count;
- b) In the case of sending by fax or email, the opinion poll must remain confidential until the vote count;
- c) Any opinion polls submitted after the specified deadline in the opinion poll or opened in the case of sending by mail or revealed in the case of sending by fax or email will be invalid. Any opinion poll not submitted will be considered as a non-participation vote.

5. The Board of Directors will count the votes and prepare a vote count report in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote count report must include the following key contents:

- a) Name, address of the head office, business registration number;
- b) Purpose and matters requiring approval for the resolution;
- c) The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes and the method of submitting the votes, accompanied by a list of shareholders participating in the vote;
- d) The total number of votes in favor, against, and abstaining for each issue, and the total votes for each candidate (if applicable);
- e) The issue that has been approved and the corresponding voting percentage;
- f) The name, signature of the Chairman of the Board of Directors, vote counters, and the supervisor.

The members of the Board of Directors, vote counters, and supervisors are jointly responsible for the truthfulness and accuracy of the vote count report and for any damages arising from decisions made due to inaccurate or dishonest vote counting.

6. The vote count report and the approved resolution must be sent to shareholders within fifteen (15) days from the date of the vote count completion. The vote count report and resolution may be posted on the Company's website within 24 hours from the vote count completion.

7. The completed opinion polls, vote count report, the approved resolution, and any related documents must be kept at the Company's headquarters.

8. The resolution approved through written shareholders' opinions will be valid if more than 50% of the total votes of all shareholders entitled to vote are in favor and have the same legal effect as a resolution passed at the General Meeting of Shareholders.

Article 23. Request for Annulment of a Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results from the solicitation of shareholders' opinions, the shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to request the 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 order and procedures for convening the meeting and issuing the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain valid and enforceable until the annulment decision of the Court or Arbitration takes legal effect, unless a temporary emergency measure is applied under the decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 24. Nomination and Election of Members of the Board of Directors

1. In the case of determined candidates for the Board of Directors, the Company must disclose information about the candidates at least ten (10) days before the General Meeting of Shareholders on the Company's website, so that shareholders can review the candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the accuracy and integrity of the disclosed personal information and pledge to perform their duties diligently, prudently, and in the best interest of the Company if elected as members of the Board of Directors. The disclosed information about candidates for the Board of Directors includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including positions as Board members of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information required by law (if any).

The Company is responsible for disclosing information about other companies where the candidate holds a Board member position, other managerial positions, and any related interests (if any).

2. Shareholders or groups of shareholders holding at least 10% of the total common shares have the right to nominate candidates for the Board of Directors as stipulated by the Enterprise Law and the Company's Charter. Shareholders holding common shares may combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding 10% to 20% of the total voting shares can nominate one (1) candidate; holding over 20% to 30%, up to two (2) candidates; holding over 30% to 40%, up to three (3) candidates; holding over 40% to 50%, up to four (4) candidates; and holding over 50%, up to five (5) or more candidates. The procedures for nominating candidates for the Board of Directors are detailed in the Company's internal governance regulations.

3. If the number of candidates for the Board of Directors through nominations and elections is insufficient according to Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors must nominate additional candidates to ensure the required number. This additional nomination must be clearly announced before the General Meeting of Shareholders votes to elect the Board members as required by law.

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

- a) They are not among the persons listed in Clause 2, Article 17 of the Enterprise Law;
- b) They possess professional qualifications and experience in business management or in the Company's business field and do not necessarily have to be shareholders of the Company;
- c) Board members may also be members of the board of other companies but may only serve on the boards of a maximum of five (5) other companies;
- d) They must not be related to the CEO or other managers of the Company or the parent company.

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

- a) They must not currently work for the Company, the parent company, or any subsidiaries of the Company, nor have worked for the Company, the parent company, or any subsidiaries of the Company for at least three (3) consecutive years;
- b) They must not receive salary or compensation from the Company, except for allowances as regulated for Board members;
- c) They must not have a spouse, biological or adoptive parents, children, or siblings who are major shareholders of the Company or managers of the Company or its subsidiaries;

d) They must not directly or indirectly own at least 1% of the total voting shares of the Company;

e) They must not have served as members of the Board of Directors or the Supervisory Board of the Company for at least five (5) consecutive years, except when appointed for two consecutive terms.

6. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the conditions outlined in Clause 2. From the date they no longer meet the required standards, they will automatically cease to be independent members of the Board. The Board of Directors must notify the General Meeting of Shareholders at the next meeting or convene a special General Meeting to elect a replacement independent member within six (6) months of receiving the notification.

Article 25. Composition and Term of the Board of Directors

1. The number of members of the Board of Directors shall range from three (03) to five (05) persons. The term of office of a member of the Board of Directors shall not exceed five (05) years and such members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously terminate their terms, such members shall continue to serve until new members are elected and assume their duties.

2. The composition of the Board of Directors shall be as follows:

The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors. In the case of a listed company, the number of independent members of the Board of Directors must be at least one (01).

3. A member of the Board of Directors shall be dismissed in the following cases:

a) Failing to meet the criteria and conditions prescribed in Article 151 of the Law on Enterprises. In this case, the member must notify the Board of Directors of such non-compliance and shall automatically cease to be a member of the Board of Directors as from the date on which they no longer satisfy the prescribed conditions and standards;

b) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure;

c) Resignation;

d) Other cases as provided in the Company's Charter.

4. A member of the Board of Directors may be removed from office by a resolution of the General Meeting of Shareholders.

5. The Board of Directors must convene the General Meeting of Shareholders 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 Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors falls below the required ratio.

In other cases, the General Meeting of Shareholders shall elect new members to replace the dismissed or removed members at the nearest meeting.

6. The appointment of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure on the securities market.

7. Members of the Board of Directors may or may not be shareholders of the Company.

Article 26. Powers and Responsibilities of the Board of Directors

1. The Board of Directors is the governing body of the Company, with full authority to act on behalf of the Company to decide, implement the rights, and fulfill the obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The powers and responsibilities of the Board of Directors are defined by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:

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

b) Propose the types of shares and the total number of shares to be issued for each type;

c) Decide to sell unissued shares within the scope of shares the Company is authorized to sell for each type; decide on raising additional capital through other means;

- d) Decide the sale price of the Company's shares and bonds;
- e) Decide on the repurchase of shares as stipulated in Clause 1 and Clause 2 of Article 133 of the Enterprise Law;
- f) Decide on investments and the sale of assets valued at less than 35% of the total value of assets recorded in the Company's latest financial statements;
- g) Decide on market development strategy, marketing, and technology;
- h) Approve contracts for buying, selling, lending, borrowing, and other contracts or transactions with values from 5% of the total asset value recorded in the most recent annual financial statements of the Company, and contracts or transactions as specified in Clause 2 of Article 167 of the Enterprise Law, excluding those transactions that fall under the General Meeting of Shareholders' authority according to point d, Clause 2 of Article 138, and Clause 1 and Clause 3 of Article 167 of the Enterprise Law;
- i) Elect, dismiss, or remove the Chairman of the Board; appoint, dismiss, sign contracts with, and terminate contracts for the CEO, Deputy CEOs, and Chief Accountant; decide on the salaries, allowances, bonuses, and other benefits for these managers upon the Chairman's recommendation; appoint authorized representatives to attend the Board of Members or General Shareholders' Meeting in other companies, and decide on their remuneration and benefits; approve the appointments, sign labor contracts, and terminate labor contracts for Directors, Deputy Directors, and Heads of Departments;
- j) Supervise and direct the CEO and other managers in the daily business operations of the Company;
- k) Decide the organizational structure, internal management regulations of the Company, and establish subsidiaries, branches, representative offices, and decisions on capital contributions or share purchases in other enterprises;
- l) Approve the program and related documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or take votes for resolutions by the General Meeting of Shareholders;
- m) Present the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividend rate to be paid; decide on the timing and procedure for dividend distribution or how to address losses incurred in the business process;

o) Propose the restructuring or dissolution of the Company; request the Company's bankruptcy;

p) Decide on the promulgation of the Board of Directors' operating regulations, internal governance regulations after being approved by the General Meeting of Shareholders; the Company's information disclosure regulations;

q) Request the CEO, Deputy CEOs, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide timely, full, and accurate information and documents as required by Board members. The procedure for requesting and providing information is specifically stipulated in the Company's internal governance regulations;

r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal provisions, and the Company's Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several provisions of the Securities Law.

Article 27. Board of Directors' Remuneration, Bonus, and Other Benefits

1. The Company has the right to pay remuneration and bonuses to the members of the Board of Directors based on the business performance and results.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration is calculated based on the number of working days required to complete the member's duties and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on mutual agreement. The total remuneration and bonus of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration for each member of the Board of Directors is accounted for as part of the business expenses of the Company in accordance with the tax laws and is shown as a separate item in the Company's annual financial statements, to be reported to the General Meeting of Shareholders during the annual meeting.

4. Members of the Board of Directors holding executive positions or working in sub-committees of the Board, or performing tasks outside the normal duties of a Board member,

may be paid additional compensation in the form of a flat fee, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for travel, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including expenses related to attending General Shareholders' Meetings, Board meetings, or sub-committee meetings.

6. Members of the Board of Directors may be provided with liability insurance by the Company, upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of law or the Company's Charter.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board from among its members.

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

3. The Chairman of the Board of Directors has the following rights and responsibilities:

- a) Establish the program and operational plan for the Board of Directors;
- b) Prepare the program, agenda, and materials for the meeting; convene, preside, and chair the Board of Directors' meeting;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of the resolutions and decisions of the Board of Directors;
- e) Chair the General Shareholders' Meeting;
- f) Other rights and duties as prescribed by the Enterprise Law.

4. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board must elect a replacement within ten (10) days from the date of resignation or dismissal notice.

5. If the Chairman of the Board is absent or unable to perform their duties, they must authorize another Board member in writing to exercise the rights and duties of the Chairman. In cases where there is no authorized representative or the Chairman has passed away, gone missing, is detained, serving a prison sentence, undergoing compulsory rehabilitation, or

restricted by court order, the remaining members shall elect a new Chairman from among themselves by a majority vote until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board is elected at the first meeting of the Board within seven (7) working days from the conclusion of the Board's election. This meeting is convened and chaired by the member with the highest votes or highest vote percentage. If there is a tie, the members will vote by majority to elect one member to convene the meeting.

2. The Board must meet at least once per quarter but may meet more frequently if needed.

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

a) At the request of the Board of Supervisors;

b) At the request of the CEO or at least five (05) other managers;

c) At the request of at least two members of the Board of Directors;

d) In other cases when deemed necessary.

4. The requests mentioned in Clause 3 must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the Board's authority.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as stipulated in Clause 3 of this Article. In the event of failure to convene the meeting as requested, the Chairman of the Board of Directors shall be liable for any damages caused to the Company; the requesting person shall have the right to convene the meeting in place of the Chairman, and the convening procedure shall be the same as that applied when the Chairman convenes the meeting upon request.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation to the meeting no later than three (03) working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the form of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

The notice of invitation to the meeting of the Board of Directors may be sent in writing, by telephone, fax, electronic means, and must ensure delivery to the contact address of each member of the Board of Directors as registered with the Company.

The meeting of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of invitation and the accompanying documents to the members of the Board of Supervisors in the same manner as for the members of the Board of Directors.

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

8. The meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. In the event that the meeting convened in accordance with this Article does not have a sufficient number of members attending as prescribed, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may proceed if more than one half (1/2) of the members of the Board of Directors attend.

9. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by collecting written opinions. Each member of the Board of Directors shall have one vote. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote on their behalf in accordance with Clause 11 of this Article;
- c) Attending and voting via online conferencing, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means in accordance with applicable laws (if any).

10. In case the voting papers are sent to the meeting via mail, the voting papers must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the meeting commences. The voting papers can only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize another Board member or another person to attend the meeting and vote, provided this is approved by the majority of the Board members.

12. Resolutions and decisions of the Board of Directors are passed if more than half of the members attending the meeting vote in favor. In case of a tie, the final decision will be determined by the Chairman of the Board. Note: A Board member is not allowed to vote on transactions that provide benefits to themselves or their related parties, as per the provisions of the Enterprise Law and Article 43 of the Company's Charter.

13. The Board of Directors' meetings can be held via an online conference where all or some of the members are in different locations, provided that each participating member can:

- a) Hear each member of the Board speak during the meeting;
- b) Speak with all other attending members simultaneously. The discussion can take place directly by phone or through other communication methods, or a combination of these methods. Board members participating in such meetings are considered to be "present" at the meeting. The location of the meeting, as per this regulation, is the location where the majority of Board members are present or where the Chairman is located.

14. Decisions made in the online meeting will be valid immediately after the meeting concludes, but they must be confirmed by the signatures in the minutes of all Board members who participated in the meeting.

15. Resolutions through written consent are passed based on the approval of the majority of the Board members entitled to vote. These resolutions have the same effect and validity as those passed at a meeting.

16. The minutes of the Board of Directors meeting will be recorded in Vietnamese and may also be recorded in another language. Both the Vietnamese and foreign language versions have the same legal effect. If there is any discrepancy between the two versions, the content of the Vietnamese version shall prevail. The minutes must be signed by the Chairman and the person recording the minutes unless otherwise required by law.

17. Approval of resolutions or decisions by the Board of Directors via online meetings:

- a) The meeting where resolutions or decisions are passed via online conference is a regular or extraordinary Board meeting held in an online format, as decided by the Chairman, using electronic means to transmit audio and visual content through the internet. This allows Board members in various locations to attend, observe the meeting, discuss, and vote on issues;

b) Resolutions and decisions passed at the online meeting will have the same effect as those passed in a physical meeting;

c) The procedure for organizing and holding the Board of Directors' meetings via online conference will follow the regulations in the Company's internal governance and Board of Directors' operational rules.

18. Approval of resolutions or decisions by the Board of Directors through written consent:

a) The Chairman of the Board has the right to decide to collect written consent from Board members when deemed necessary for the Company's benefit;

b) Resolutions or decisions of the Board of Directors passed via written consent have the same effect and validity as those passed in a meeting;

c) The procedure for obtaining written consent for resolutions or decisions will follow the rules outlined in the Company's internal governance regulations and the Board of Directors' operational rules.

Article 30. Committees under the Board of Directors

1. When deemed necessary, the Board of Directors may establish subcommittees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors, with a minimum of two (02) members, including members of the Board and external members. Non-executive members of the Board should constitute the majority of the subcommittee, and one of these members shall be appointed as Head of the subcommittee by the decision of the Board of Directors. The subcommittee shall operate in compliance with the regulations of the Board of Directors. Resolutions of the subcommittee shall be valid only if adopted by the majority of attending and voting members at the subcommittee meeting.

2. The implementation of decisions by the Board of Directors or its subcommittees must comply with current laws, the Company's Charter, and the internal regulations on corporate governance.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to assist in corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance may not concurrently work for the approved audit firm currently auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as required by the Board of Directors or the Board of Supervisors;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;

f) Provide financial information, copies of meeting minutes of the Board of Directors, and other relevant information to members of the Board of Directors and the Board of Supervisors;

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

h) Act as a liaison with stakeholders;

i) Maintain confidentiality of information in accordance with the law and the Company's Charter;

j) Perform other rights and obligations as stipulated by law and this Charter.

VIII. GENERAL DIRECTOR; OTHER EXECUTIVES AND THE COMPANY SECRETARY

Article 32. Organizational structure of management

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and under the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 33. Executives of the Company

1. The executives of the Company include the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors, and the Directors and Heads of Departments approved by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other business executives, including Directors and Heads of Departments, in a quantity and with qualifications consistent with the Company's organizational structure and management regulations prescribed by the Board of Directors.

3. The salary and bonus of the General Director, Deputy General Directors, and Chief Accountant shall be determined by the Board of Directors.

4. The salaries of Company executives shall be recorded as operating expenses in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, rights and obligations of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another individual to serve as General Director.

2. The General Director shall manage the Company's daily business operations; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed five (05) years and may be reappointed with no limit on the number of terms. The General Director must meet the following criteria and conditions:

- a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Must not be a family member of a manager, supervisor of the company or parent company; or a representative of the State capital or enterprise capital at the company and parent company;
- c) Possess professional qualifications and experience in the business management of the company;
- d) Meet other criteria and conditions as prescribed by law.

4. The General Director shall have the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors or the Chairman of the Board of Directors;

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

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

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

e) Recruit, transfer, terminate employment, reward and discipline employees, except for managerial positions under the authority of the Board of Directors or Chairman of the Board of Directors;

f) Propose the number, titles, and matters such as salary, remuneration, benefits, and other terms of the employment contracts of other executives, for submission to the Board of Directors for approval;

g) No later than January 31 each year, the General Director shall prepare and submit to the Board of Directors for approval issues related to recruitment, dismissal, salary, social insurance, welfare, rewards, and discipline for employees and other executives of the Company for that fiscal year;

h) On January 31 each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the fiscal year based on the corresponding budget and financial plan;

i) Propose a plan for dividend distribution or loss handling in business operations;

j) Be responsible to the Board of Directors and the General Meeting of Shareholders for the implementation of assigned duties and powers, and must report to these bodies upon request;

k) Other rights and obligations as prescribed by law, this Charter, the Company's internal corporate governance regulations, and the resolutions or decisions of the Board of Directors, the decisions of the Chairman of the Board of Directors, and the employment contract with the Company.

5. The General Director may authorize (delegate) Deputy General Directors or other persons to act on his/her behalf within a defined scope and time period to handle certain Company matters; however, the General Director shall remain fully responsible to the Board of Directors and the law for such delegation. Persons authorized or delegated by the General Director shall be responsible to the General Director and the law for performing the authorized tasks during the authorized period and may not sub-delegate to others.

6. The Board of Directors may dismiss or remove the General Director when a majority of attending voting members of the Board of Directors approve (excluding the General Director's own vote, if applicable) and appoint a new General Director as a replacement..

Article 35. Company Secretary

Where deemed necessary, the Board of Directors shall appoint one (01) or more persons as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that such removal does not contravene the prevailing labor regulations. The Company Secretary shall have the following rights and obligations:

- a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; take minutes of meetings;
- b) Support members of the Board of Directors in the performance of their assigned rights and obligations;
- c) Assist the Board of Directors in the application and implementation of corporate governance principles;
- d) Assist the Company in establishing shareholder relations and protecting the lawful rights and interests of shareholders; ensure compliance with information disclosure obligations and administrative procedures;
- e) Other rights and obligations as provided for in this Charter and the Company's internal regulations.

IX. THE BOARD OF SUPERVISORS

Article 36. Nomination and candidacy for members of the Board of Supervisors

1. The nomination and candidacy for members of the Board of Supervisors shall be carried out in accordance with Clause 1, Article 25 of this Charter. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate up

to one (01) candidate; from 30% to less than 50% may nominate up to two (02) candidates; from 50% or more may nominate up to three (03) candidates.

2. In case the number of nominated and self-nominated candidates for the Board of Supervisors is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors must nominate additional candidates to ensure the required number. The nomination of additional candidates by the incumbent Board of Supervisors must be publicly announced prior to the General Meeting of Shareholders' voting in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The Company shall have three (03) Supervisors. The term of each member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. Where Supervisors have their terms end simultaneously while new Supervisors have not yet been elected, such Supervisors shall continue performing their duties and exercising their powers until replacements are elected and take office.

2. Members of the Board of Supervisors must satisfy the criteria and conditions specified in Article 169 of the Law on Enterprises and must not fall into the following categories:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that has audited the Company's financial statements in the past three (03) consecutive years.

3. A member of the Board of Supervisors shall be relieved from duty in the following cases:

- a) No longer satisfies the criteria and conditions for membership as prescribed in Clause 2 of this Article. In such cases, the member must notify the Board of Directors and shall automatically cease to hold office from the date on which such conditions are no longer met;
- b) Voluntary resignation and acceptance thereof;
- c) Other cases as prescribed by law or this Charter.

4. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) Failure to fulfill assigned duties and responsibilities;
- b) Failure to perform duties and obligations for six (06) consecutive months, unless due to force majeure;

c) Repeated or serious violations of the duties of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;

d) Other cases as resolved by the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or other majors related to the business operations of the Company.

2. Rights and duties of the Head of the 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 information for reporting to the Board of Supervisors;
- c) Prepare and sign reports of the Board of Supervisors after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and duties of the Board of Supervisors

In addition to the rights and duties stipulated in Articles 170 and 171 of the Law on Enterprises, the Board of Supervisors shall have the following rights and duties:

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing firms to audit the Company's financial statements; decide the auditing firm to audit the Company's operations and dismiss the auditor if deemed necessary.
- 2. Be accountable to shareholders for its supervisory activities.
- 3. Supervise the Company's financial status and the compliance with the law in the activities of the members of the Board of Directors, the General Director, other executives, and other managers.
- 4. Ensure coordination with the Board of Directors, the General Director, and shareholders.

5. If discovering any violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take remedial measures.

6. Prepare the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Law on Securities.

8. Have the right to access records and documents of the Company stored at its head office, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers and executives to provide full, accurate, and timely information and documents related to the Company's management and business operations.

10. Other rights and duties as prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must convene at least two (02) meetings per year, with at least two-thirds (2/3) of the members present. The minutes of the meetings must be prepared in detail and clearly. The person taking minutes and the members of the Board of Supervisors attending the meeting must sign the minutes. Meeting minutes of the Board of Supervisors must be retained to determine the responsibilities of each member.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and respond to issues that require clarification.

Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

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

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

2. Members of the Board of Supervisors shall be reimbursed for meals, accommodation, travel, and independent consulting service fees at a reasonable level. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the provisions of the law on corporate income tax and other relevant regulations and shall be presented as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES 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, and other executives shall be responsible for performing their duties, including duties as members of committees under the Board of Directors, with honesty, prudence, and in the best interests of the Company.

Article 42. Obligation of Integrity and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall disclose relevant interests in accordance with the Law on Enterprises and other relevant regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are required to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other companies in which it holds more than 50% of charter capital and such persons themselves or their related persons as prescribed by law. Where such transactions are subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about the respective resolutions in accordance with the regulations on securities disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and related individuals or organizations shall not be deemed invalid in the following cases:

a) For transactions valued at less than 35% of the total assets recorded in the latest financial statements, if key terms of the contract or transaction and the relationships and interests of the relevant parties were reported to and approved by the Board of Directors by majority vote of the disinterested members;

b) For transactions valued at 35% or more, or where the total value of transactions within 12 months from the first transaction reaches or exceeds 35% of total assets, if key transaction terms and the relevant interests have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by disinterested shareholders;

c) For loan agreements or asset sales transactions valued at more than 10% of total assets recorded in the latest financial statements between the Company and a shareholder holding 51% or more of the voting shares, or such shareholder's related persons, if they have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by disinterested shareholders.

7. The Company shall not provide loans or guarantees to corporate shareholders or to individuals who are related persons of such shareholders, unless permitted by law and approved by the General Meeting of Shareholders.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations of honesty, prudence, or fail to fulfill their responsibilities shall be held liable for damages caused by their breaches.

2. The Company shall indemnify any person who is, was, or is at risk of becoming involved in any complaint, lawsuit, or prosecution—civil or administrative (other than cases initiated by or under the authority of the Company)—if such person is or was a member of the Board of Directors, other manager, employee, or authorized representative of the

Company, and was acting in good faith, with diligence, and in the interests of the Company in compliance with the law, and there is no evidence proving that the person breached their obligations.

3. The compensation shall include actual and reasonable costs incurred (including legal fees), judgment costs, fines, and amounts payable arising in the course of resolving such cases within the bounds of the law. The Company may purchase insurance to cover such liabilities.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect books and records, specifically:

a) Ordinary shareholders shall have the right to view, inspect, and extract information on names and contact addresses in the list of shareholders entitled to vote; request corrections of inaccurate information; view, inspect, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to view, inspect, and extract the minute book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In the case that an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a certified true copy thereof.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall have the right to access the shareholder register, the list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company shall retain this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements,

accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location of such records.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters related to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions for employees and business executives.

2. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters related to the Company's relations with trade union organizations in accordance with best standards, practices, management policies, this Charter, the Company's internal regulations, and prevailing legal provisions.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and method of dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on dividend payments or any other amounts related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in the form of shares, and the Board of Directors shall be the authority executing such decision.

4. In the event that dividends or other monetary payments related to a class of shares are paid in cash, the Company must make such payments in Vietnamese dong. Payments may be made directly or through banks based on the banking account details provided by the shareholders. If the Company has transferred the funds based on accurate banking information provided by the shareholder but the shareholder fails to receive the money, the Company shall not be liable for such transferred amount. Dividend payments for listed shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall issue a resolution or decision to determine a specific record date for finalizing the list of shareholders. Based on this date, individuals registered as shareholders or owners of other

securities shall be entitled to receive dividends in cash or shares, and to receive notices or other materials.

6. Other matters relating to profit distribution shall be implemented in accordance with the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from competent authorities, the Company may, if necessary, open bank accounts abroad in accordance with the law.

3. The Company may conduct payments and accounting transactions through its Vietnamese dong or foreign currency accounts opened at the banks where it maintains accounts.

Article 48. Fiscal year

The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December of each year. The first fiscal year shall begin on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December of the year in which such Certificate is issued.

Article 49. Accounting Regime

1. The accounting regime applied by the Company shall be the corporate accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the provisions of the Law on Accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The accounting currency used by the Company shall be Vietnamese dong (VND). In cases where the Company primarily conducts economic transactions in a foreign currency, it may elect to use such foreign currency as its accounting currency, shall take full legal responsibility for the selection, and must notify the competent tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure on the securities market and submit them to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statements must fairly and objectively reflect the operational status of the Company.

3. The Company must prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure on the securities market and submit them to competent state authorities.

Article 51. Annual Report

The Company shall prepare and disclose the Annual Report in accordance with the provisions of the laws on securities and the securities market.

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year under the terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements may attend the General Meeting of Shareholders, receive notices and other information related to the meeting, and is entitled to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes the seal made at a seal engraving facility or a digital signature in accordance with the provisions of the law on electronic transactions.

2. The Board of Directors shall determine the type, number, form, and contents of the Company's seal, including that of its branches or representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

XVIII. COMPANY DISSOLUTION

Article 54. Dissolution of the Company

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

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
- c) Other cases as prescribed by law.

2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified or approved by competent authorities (if required) in accordance with applicable regulations.

Article 55. Liquidation

1. After the dissolution decision is issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment before other Company liabilities.

2. The Liquidation Committee must report to the Business Registration Authority the date of its establishment and commencement of operations. From that point on, the Liquidation Committee shall act on behalf of the Company in all matters related to liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a) Liquidation expenses;
- b) Salary debts, severance allowances, social insurance and other benefits of employees under the collective labor agreement and signed labor contracts;

c) Tax liabilities;

d) Other Company debts;

e) The remaining amount after paying the debts listed from (a) to (d) above shall be distributed to shareholders. Preferred shares shall be prioritized in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Resolution of Internal Disputes

1. In the event of disputes or claims related to the Company's operations, rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, Board of Supervisors, General Director, or other executives;

The relevant parties shall endeavor to resolve the dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution process and require each party to present relevant information within 15 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson, either party may request the Head of the Board of Supervisors to appoint an independent expert to act as mediator.

2. If no conciliatory resolution is reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring the dispute to arbitration or court.

3. The parties shall bear their own costs related to negotiation and mediation procedures. Court or arbitration fees shall be settled according to the court's judgment or the arbitral award.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 57. Company Charter

1. Any amendments or supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where legal provisions related to the Company's operations are not mentioned in this Charter or where new legal provisions differ from those in this Charter, the legal provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of 21 chapters and 59 articles, and was unanimously adopted by the General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company on at, and all shareholders approved the full validity of this Charter.

2. The Charter is made in 10 copies of equal legal validity and shall be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter shall be valid when signed by the Chairperson of the Board of Directors or by at least half of the total number of Board members.

Can Tho,, 2024

LEGAL REPRESENTATIVE

GENERAL DIRECTOR

Nguyen Van Trung

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

DRAFT
INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE
CAN THO PESTICIDES JOINT STOCK COMPANY

(Issued pursuant to the Resolution of the Annual General Meeting of Shareholders 2025)

Can Tho Pesticides Joint Stock Company

Can Tho,..... 2025

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Chapter I: GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC Date December 31, 2020, of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; procedures for the General Meeting of Shareholders; nomination, election, dismissal, and removal of Board of Directors' members, Board of Supervisors members, the General Director; and other activities as prescribed in the Company's Charter and other applicable regulations of law. chế nội bộ về quản trị công ty này tham chiếu

2. Subjects of application: These regulations apply to the Board of Directors' members, Board of Supervisors members, the General Director, and related individuals mentioned in these regulations.

Article 2. Explanation of terms and abbreviations

1. *The company* is the Can Tho Pesticides Joint Stock Company.;

2. *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the Company and as prescribed in Article 6 of the Company's Charter.

3. *Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the amendments and supplements thereto;

4. *Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and the amendments and supplements thereto;


5. *Date of establishment* is the date the Company was first issued the Business Registration Certificate (Business Registration Certificate and equivalent documents).

6. *Executives* are the General Director, Deputy General Director, and Chief Accountant appointed by the Board of Directors, and other Directors and Heads of Departments approved by the Board of Directors.

7. *Company managers* are those who manage the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors.

8. *Related persons* are individuals and organizations as defined in Clause 23 Article 4 of the Law on Enterprises 2020 and Clause 46 Article 4 of the Law on Securities.

9. *Shareholders* are individuals or organizations owning at least one share of the Company.

10. *Major shareholders* are shareholders holding 5% or more of the total voting shares of the Company; 

11. *Members of the Board of Supervisors* are Supervisors;

12. *The Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

13. *A non-executive member of the Board of Directors* is a member who is not the General Director, Deputy General Director, Chief Accountant, or holds other executive positions as stipulated in the Company's Charter;

14. *The Shareholder/Delegate Eligibility Verification Committee* is the unit responsible for verifying conditions for convening the General Meeting of Shareholders in accordance with the law and the Company's Charter;

15. *BOD* is Board of Directors;

16. *Nomination* is self-nomination;

17. *BOS* is Board of Supervisors;

18. *VSDC* is Vietnam Securities Depository;

19. *Representatives* are Shareholders, representatives (persons authorized by shareholders);

20. *The person in charge of corporate governance* is the person with the responsibilities and authorities prescribed in Article 281 of Decree 155/2020/ND-CP;

21. *Online general meeting* is a form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders in different locations to follow the proceedings of the general meeting, discuss and vote on meeting matters;

22. *Electronic voting* is the act of shareholders casting their votes through the Electronic Voting System as stipulated in these Regulations;

23. *Login name and password* include username and password information uniquely assigned by the Company to each shareholder;

24. *Contact address* is the registered address of the head office for organizations; permanent residence address or workplace address or other address of an individual that the person registers with the company as a contact address. Công ty;

25. *Trade secrets* and business secrets are information acquired through financial or intellectual investment that has not been disclosed and can be used in business.

Chapter II: GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (DIRECT, ONLINE, DIRECT COMBINED WITH ONLINE)

SECTION 1: GENERAL PROVISIONS

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

The roles, rights, and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Enterprise Law No. 59/2020/QH14, the Securities Law No. 54/2019/QH14, and Article 14, Article 15 of the Company's Charter.

Article 4. Authority to convene the General Meeting of Shareholders


(Pursuant to Article 140 of the Enterprise Law and Article 14 of the Company's Charter)

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the company.
- b. The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number prescribed by law.
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter; the request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of all relevant shareholders, or be prepared in multiple copies gathering the full signatures of the relevant shareholders;
- d. At the request of the Board of Supervisors.
- e. Other cases as prescribed by law and the company's charter.

2. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or Supervisors is as stipulated in Point b, Clause 1 of this Article, or from the date of receipt of the request as specified in Points c and d, Clause 1 of this Article.

3. In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 2 of this Article, within the following thirty (30) days, the Board of Supervisors must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

4. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholder or group of shareholders specified in Point c, Clause 1 of this Article shall have the right to represent the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. 

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and organizing the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include those incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. Procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 5. General Meeting of Shareholders Personnel

(Pursuant to Article 146 of the Enterprise Law and Clause 2, Article 20 of the Company's Charter)

1. Chairperson and Presidium:

a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside so that the General Meeting of Shareholders can elect a chairperson from among the attendees, and the person with the highest number of votes shall chair the meeting.

b. Except for the case specified in point a of this clause, the person who signs the convening notice for the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect a chairperson, and the person with the highest number of votes shall chair the meeting.

c. The chairperson has the right to implement necessary measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.và hợp lý hành

d. The chairperson of the General Meeting of Shareholders has the following rights:

- Request all attendees to undergo inspection or other lawful and reasonable security measures.

- Request the competent authorities to maintain order during the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security check requirements.

e. The chairperson has the right to postpone the General Meeting of Shareholders, which has a sufficient number of registered attendees, for a maximum of three (03) working days from the intended opening date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have sufficient convenient seating for all attendees;
- The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.

f. Other rights and obligations of the Chairperson as prescribed by applicable law.

g. The Presidium consists of at least 01 person, including 01 President and members (If any).

h. Duties of the Presidium:

- Manage the activities of the Company's General Meeting of Shareholders according to the Board of Directors' proposed agenda approved by the General Meeting of Shareholders;
- Guide delegates and the General Meeting to discuss the contents of the agenda;
- Present drafts and conclude on necessary matters for the General Meeting to vote on;
- Answer questions raised by the General Meeting;
- Resolve issues arising during the General Meeting.

i. Working principles of the Presidium: The Presidium works on the principles of collective leadership, democratic centralism, and majority decision-making.

2. Meeting Secretary:

a. The chairperson appoints one or more persons as meeting secretaries;

b. Duties of the Meeting Secretary:

- Fully and truthfully record the contents of the General Meeting;
- Receive registration forms for shareholder/delegate statements;
- Prepare meeting minutes and draft Resolutions of the General Meeting of Shareholders;
- Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with legal regulations and the Company's Charter;
- Other duties as requested by the Chairperson.

3. Ballot Counting Committee:

a. The General Meeting of Shareholders elects one or more persons to the ballot counting committee as proposed by the chairperson of the meeting;

b. Duties of the Ballot Counting Committee:

- Disseminate principles, regulations, and instructions on voting procedures.
- Check and record ballots, prepare ballot counting minutes, and announce the results; submit the minutes to the Chairperson for approval of the voting results.
- Promptly notify the secretary of the voting results.
- Review and report to the General Meeting any violations of voting procedures or complaints about voting results.

4. Shareholder/Delegate Qualification Verification Committee:

a. The convener of the General Meeting of Shareholders, as stipulated in Article 140 of the Enterprise Law, appoints one or more persons to the Shareholder/Delegate Qualification Verification Committee to serve the meeting. The Delegate Qualification Verification Committee of the General Meeting consists of at least 02 people, including 01 Head and at least 01 member.

b. Duties of the Shareholder/Delegate Qualification Verification Committee:

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
- The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting is attended by shareholders or authorized representatives holding more than 50% of the total voting rights, the General Meeting of Shareholders of the Company shall be duly convened.
- Participate in vote counting for other matters before establishing the Vote Counting Board.

Article 6. Prepare the List of Shareholders eligible to attend the meeting and announce the closing of the list of shareholders eligible to attend the General Meeting of Shareholders.

(Pursuant to Point a, Clause 2, Article 18 of the Company's Charter; Regulations on the exercise of rights of VSDC)

1. The company must announce the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.
2. The company carries out the procedures for establishing the list of shareholders and related procedures as prescribed in the Regulations on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation or other legal regulations (applicable when the Company does not register securities at VSDC).

Article 7. Notice convening the General Meeting of Shareholders.

(Pursuant to Article 143 of the Enterprise Law No. 59/2020/QH14)

1. The convener of the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening day (from the date the notice is sent or validly transmitted). The notice of meeting must include the name, address of the head office, enterprise code; name, contact address of the shareholder, time, place of the meeting and other requirements for attendees.
2. The notice of meeting shall be sent by a method to ensure it reaches the shareholder's contact address and posted on the company's website.
3. The notice of meeting must be accompanied by the following documents:
 - a. Meeting agenda, documents used in the meeting and draft resolutions for each issue on the meeting agenda.
 - b. Ballot/Voting slip. Note that in case of inviting the General Meeting of Shareholders online, the Ballot/Voting slip does not need to be sent with the invitation.

4. In case the Company has a website, the delivery of meeting materials enclosed with the meeting invitation as stipulated in Clause 3 of this Article may be replaced by publishing such materials on the Company's website. In this case, the meeting invitation must clearly specify the location and method for accessing and downloading the materials.

Article 8. Agenda and content of the General Meeting of Shareholders.

(Pursuant to Article 142 of the Enterprise Law and Article 18 of the Company's Charter)

1. The convener of the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 18 of the Company's Charter.

2. A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than five (05) working days before the opening day of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, ID card number, Citizen Identity Card, Passport or other valid personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares held by that shareholder, and the issue proposed for inclusion in the meeting agenda.

3. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 2 of this Article, a written response stating the reason for the rejection must be provided no later than two (02) working days prior to the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only reject the proposal specified in Clause 2 of this Article in the following cases:

a. The submitted proposal does not adhere to the regulations outlined in Clause 2 of this Article.

b. At the time of the proposal, the shareholder or shareholder group does not hold at least 5% of the common shares as prescribed in Clause 2, Article 12 of the Company Charter.

c. The subject of the proposal falls outside the jurisdiction of the General Meeting of Shareholders.

d. The contents and information in the proposal do not accurately reflect the shareholder's information most recently updated with the Company;

e. Other circumstances stipulated by law and the Company Charter.

4. The convener of the General Meeting of Shareholders must accept and include the proposal, as stipulated in Clause 2 of this Article, in the draft agenda and content of the meeting, except as provided in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 9. Method of Registration and Authorization to Attend the General

Meeting of Shareholders

(Pursuant to Article 144 of the Law on Enterprises; Article 16, Clauses 1, 2, 5 of Article 20 of the Company Charter)

1. Method of Registration to Attend the General Meeting of Shareholders Prior to the Opening Date of the Meeting:

a. The method for registering to attend the General Meeting of Shareholders shall be clearly specified in the notice of meeting, including contacting the Company or submitting the Registration Form for Attendance (attached to the meeting notice sent to shareholders) to the Company.

b. Shareholders shall choose one of the methods of registration specified in the notice, including:

- Attending and voting/electing in person at the meeting.
- Authorizing a representative to attend and vote/elect at the meeting and complying with Clause 2 of this Article (in case more than one representative is authorized, the number of shares and voting/electing rights authorized to each representative must be clearly specified).
- Attending and voting/electing via online conference, electronic voting, or other electronic means.
- Sending voting/election ballots to the meeting via mail, fax, or email.
- Other methods of registration for attending the General Meeting of Shareholders that are in accordance with legal regulations.
- The Company shall make the utmost effort to apply modern information technology so that shareholders may attend and express their opinions at the General Meeting of Shareholders effectively, including providing guidance for shareholders to vote via online meetings, electronic voting, or other electronic methods in accordance with Article 144 of the Law on Enterprises and the Company's Charter.

2. Regulations on Authorization to Attend the Meeting:

a. Shareholders or their authorized representatives shall authorize others to attend the General Meeting of Shareholders in accordance with Article 16 of the Company's Charter

b. The authorization must be made in writing. The written authorization shall comply with the provisions of civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content, scope, and duration of authorization, signatures, full handwritten names, and the seal (if the authorizing party is an organization) of both the authorizing and authorized parties. The authorized person must submit the authorization letter when registering for the meeting.

c. The authorized person may further authorize another individual upon written consent of the original authorizing shareholder. This written consent must be presented by the sub-

authorized person along with the original authorization letter. The sub-authorized person is not allowed to further authorize others. The voting/election ballot of the authorized person within the authorized scope shall remain valid in the following cases:

- The authorizing person has passed away, become legally incapacitated, or lost legal capacity;
- The authorizing person has revoked the authorization;
- The authorizing person has revoked the authority of the authorized person.

This provision shall not apply in the event that the Company receives notice of any of the above-mentioned circumstances prior to the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 10. Conditions for Conducting the General Meeting of Shareholders

(Pursuant to Article 19 of the Company Charter)

1. The General Meeting of Shareholders is conducted when the attending shareholders represent more than 50% of the total voting shares.

2. If the first meeting does not meet the quorum as stipulated in Clause 1 of this Article, the second meeting notice shall be sent within thirty (30) days from the date of the first scheduled meeting. The second General Meeting of Shareholders is conducted when the attending shareholders represent at least 33% of the total voting shares.

3. If the second meeting fails to meet the quorum stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within thirty (30) days from the date of the second scheduled meeting. The third General Meeting of Shareholders proceeds regardless of the total voting shares of the attending shareholders.

4. At the request of the Chairperson of the meeting, the General Meeting of Shareholders shall have the right to decide on amendments to the agenda that was sent together with the notice of meeting in accordance with Article 142 of the Law on Enterprises.

Article 11. Resolution Adoption Procedures of the General Meeting of Shareholders

(Pursuant to Article 147 of Enterprise Law No. 59/2020/QH14; Article 22 of the Company Charter)

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting through the following forms:

- a. Physical (in-person) meeting
- b. Online meeting
- c. Hybrid meeting (combination of physical and online participation)

2. The General Meeting of Shareholders shall adopt resolutions within its authority by way of collecting written opinions (as prescribed in Section II – This Chapter):

- a. Collecting written opinions via mail, fax, or email
- b. Collecting written opinions via electronic voting
- c. Collecting written opinions via a combination of mail, fax, or email and electronic voting.

Article 12. Matters adopted by the General Meeting of Shareholders.

(Pursuant to Articles 147 and 167 of the Enterprise Law; Article 15 of the Company Charter)

- 1. Approving the Company's development orientation;
- 2. Reviewing and addressing violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- 3. The Company's annual business plan;
- 4. Annual financial statements;
- 5. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- 6. Report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
- 7. Self-assessment report on the performance of the Board of Supervisors and its members;
- 8. Decision on the types of shares and the total number of shares of each type that are eligible for offering and the transfer of shares of founding members within the first three (03) years from the date of establishment; deciding the annual dividend rate for each type of share.
- 9. Election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors.
- 10. Decisions regarding investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement.
- 11. Decisions to amend and supplement the Company's Charter.
- 12. Decision on the repurchase of more than 10% of the total number of shares sold of each class;
- 13. Decision on the reorganization (division, separation, consolidation, merger, or transformation of the Company), dissolution of the Company, and appointment of members of the Liquidation Committee;
- 14. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- 15. Approval, supplementation, and adjustment of the Company's internal governance regulations; the Regulation on the Operation of the Board of Directors; and the Regulation on the Operation of the Board of Supervisors;
- 16. Approval of the list of approved auditing firms; decision on the approved auditing firm

to carry out the audit of the Company's operations, and dismissal of the approved auditor when deemed necessary;

17. Decision on the number of members of the Board of Directors and the Board of Supervisors;

18. Approval of contracts and transactions between the Company and related persons as prescribed in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total assets of the Company as recorded in the latest financial statements;

19. Approval of transactions prescribed in Clause 4, Article 293 of 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;

20. Other matters as prescribed by law and the Company's Charter.

Article 13. Conditions for Resolution passage.

(Pursuant to Article 21 of the Company's Charter)

1. Resolutions on the following matters shall be passed if they are approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a. Type of shares and total number of shares of each type.
- b. Change of business lines, sectors, and fields.
- c. Changes to the company's management organizational structure.
- d. Investment projects or asset disposals valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- e. Reorganization, dissolution of the company.

2. Resolutions shall be passed when they are approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order, procedures for convening the meeting, and passing the resolution violate the provisions of the Enterprise Law and the Company's Charter.

Article 14. Announcement of voting results.

The Vote Counting Board will check, synthesize, and report the voting results on each issue to the Chairperson. The voting results will be announced by the Chairperson/Vote Counting Board immediately before the closing of the meeting.

Article 15. Method of objecting to Decisions of the General Meeting of

Shareholders.

(Pursuant to Article 132, Article 151 of the Enterprise Law)

1. Shareholders who have voted against the resolution on the reorganization of the company or changes to the rights and obligations of shareholders as prescribed in the Company's Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name, address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within ten (10) days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this clause.

2. The company must repurchase shares as requested by shareholders stipulated in Clause 1 of this Article at market price or the price calculated according to the principles specified in the company's Charter within ninety (90) days from the date of receiving the request. In the event of a disagreement on the price, the parties may request a valuation from a valuation organization. The company will introduce at least three (03) valuation organizations for the shareholder to choose from, and that choice is final.

3. Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results from the written consultation of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 12 of the Company's Charter shall have the right to request a Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter;
- b. The content of the resolution violates the law or the Company's Charter.

Article 16. Prepare the Minutes of the General Meeting of Shareholders

(Pursuant to Article 2 of the company's Charter)

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or video-recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, with the following main contents:

- a. Name, address of the head office, and enterprise registration code;
- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and meeting content;
- d. Full name of the chairperson and secretary;
- e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;

f. Number of shareholders and total number of voting shares of shareholders attending the meeting, appendix of the shareholder registration list, representatives of shareholders attending the meeting with corresponding number of shares and votes;

g. Total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentage of the total votes of shareholders attending the meeting;

h. Summary of votes for each candidate (If any);

i. Issues approved and the corresponding percentage of approving votes;

j. Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in this Clause. The minutes clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other individuals who sign the minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

Article 17. Announce the Resolution and Minutes of the General Meeting of Shareholders.

(Pursuant to Article 2 of the company's Charter)

1. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be kept at the Company's headquarters.

2. The Resolution, Minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the stock market.

SECTION 2: SPECIFIC REGULATIONS FOR EACH FORM OF VOTING AT THE MEETING

Section 2.1: Specific regulations for the form of voting at a live meeting

Article 18. Method of registration to attend the live General Meeting of Shareholders

(Pursuant to Clause 1, Article 20 of the Company's Charter)

Before the opening of the meeting, the Company must carry out the shareholder registration procedure and must perform the registration until all shareholders entitled to attend the meeting have registered in the following order:

a. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative with the right to vote a voting card/ballot, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. phiếu phiếu

b. The General Meeting of Shareholders shall discuss and vote on each issue in the program content. Voting is conducted by voting in favor, against, and abstaining. The vote counting results are announced by the Chairman/Vote Counting Board immediately before the closing of the meeting. The General Meeting elects those responsible for counting the votes or supervising the vote count at the suggestion of the Chairman. The number of members of the vote counting board is decided by the General Meeting of Shareholders Pursuant to the proposal of the Chairman of the meeting.

c. Shareholders, authorized representatives of shareholders who are organizations or authorized persons arriving after the meeting has commenced have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register, and the validity of the contents voted on previously remains unchanged.

Article 19. Voting to pass issues at the live General Meeting of Shareholders

(Pursuant to the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles:

a. All matters in the program and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.

b. Voting cards, ballots, and election ballots are printed, sealed, and sent directly to the delegates at the meeting (attached to the set of documents for attending the General Meeting of Shareholders). Each delegate is issued a voting card/ballot/election ballot. The voting card/ballot/election ballot clearly states the delegate's code, full name, number of shares owned and authorized to vote.

2. Regulations on the validity of ballots and election ballots

a. Voting Card:

- **Valid voting card:** is a card according to the pre-printed template issued by the

Organizing Committee, bearing the Company's seal, not erased, scraped, torn, or damaged, and does not contain any additional content other than the regulations for this Card.

- **Invalid voting card:** Content does not comply with the regulations of a valid voting card.

b. Ballot

- **Valid voting ballots:** are the pre-printed ballots issued by the Organizing Committee, bearing the Company's circular seal, without erasure, correction, tears, or damage, and containing no additional content beyond the prescribed format. In case of direct voting or remote voting (via mail, fax, email, or other means as stipulated in the Company's Charter), the ballot must be signed and clearly state the full name (handwritten) of the attending shareholder or authorized representative and must be submitted to the Vote Counting Committee before the time of vote counting. A voting ballot is considered valid when the voter selects only one (01) of the three (03) designated voting options.

- **Invalid voting ballots:** are those that do not comply with the requirements for valid voting ballots.

c. Election ballots

- **Valid election ballots:** are the pre-printed ballots issued by the Organizing Committee, bearing the Company's circular seal, without erasure, correction, tears, or damage, and containing no additional content beyond the prescribed format. In case of direct voting or remote voting (via mail, fax, email, or other means as stipulated in the Company's Charter), the ballot must be signed and clearly state the full name (handwritten) of the attending shareholder or authorized representative and must be submitted to the Vote Counting Committee before the time of vote counting.

- **Invalid election ballots:**

- The content does not comply with the requirements for valid ballots;
- The number of candidates voted exceeds the number of positions to be elected;
- The total number of votes allocated to candidates by a shareholder or representative exceeds the number of votes they are entitled to cast;
- Other violations as stipulated in the Shareholders' General Meeting Election Regulations and the Company's Charter.

Article 20. Voting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to regulations stipulated in the Working Regulations of the General Meeting of Shareholders)

1. General Principles:

- The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by raising cards, direct voting, electronic voting, or other electronic means.

- Representatives vote to Approve, Disapprove, or Abstain on a matter presented for voting

at the Meeting by raising their Voting Card or filling in the selected options on the Ballot.

2. Voting Methods

a. Voting by Voting Card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presidium. If a representative does not raise their Voting Card in all three voting instances (Approve, Disapprove, or Abstain) for a matter, they are considered to have approved the matter. If a representative raises their Voting Card more than once (01) when voting Approve, Disapprove, or Abstain on a matter, the vote is considered invalid. In voting by raising the Voting Card, the Delegate Qualification Verification Committee/Vote Counting Committee marks the representative's code and the corresponding number of votes for each representative's Approve, Disapprove, Abstain, and Invalid votes.

b. Voting by Ballot:

- When voting is conducted by direct ballot: For each item, representatives choose one of the three options "Approve," "Disapprove," or "Abstain" pre-printed on the Ballot by marking "X" or "P" in the chosen box and submitting the Ballot to the Vote Counting Committee before the vote counting time. The ballot must have the signature and full handwritten name of the representative.
- When voting is conducted electronically: for each item, delegates choose one of three options: "Agree," "Disagree," or "No Opinion," which are presented for voting at the General Meeting of Shareholders and pre-configured in the electronic voting system. Subsequently, delegates confirm their votes for the electronic system to record the results.

Article 21. Voting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to regulations stipulated in the Election Procedures of the General Meeting of Shareholders)

1. General Principles

- Comply with the provisions of the law and the Company Charter;
- The election is conducted by direct voting, electronic voting, or other electronic means.
- Members of the Vote Counting Committee cannot be included in the nomination list, self-nominate to the Board of Directors, or the Board of Supervisors.

2. Voting Methods

a. Cumulative Voting Method

- Each delegate has a total number of votes corresponding to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Participating delegates have the right to cast all their votes for one or several candidates;
- In case of candidate changes on the day of the General Meeting of Shareholders, the Vote Counting Committee is responsible for issuing new ballots and collecting old ballots (if any) before the vote counting time;

- In case of an erroneous selection, the delegate should contact the Vote Counting Committee to receive a new ballot and must submit the old ballot;

- How to cast ballots: Each delegate is given ballots. Instructions on how to cast a ballot are detailed in the Election Procedures approved at the General Meeting of Shareholders;

- Principles of Election:

• Elected individuals are determined Pursuant to the number of votes received, from highest to lowest, starting with the candidate with the most votes until the required number of members is elected.

• In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes, or the selection will be Pursuant to criteria specified in the Election Procedures approved by the General Meeting of Shareholders or the Company Charter.

b. Voting by Resolution: Implemented according to the provisions of Point b, Clause 2, Article 20 of these Regulations.

Article 22. Vote Counting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to regulations stipulated in the Working Regulations of the General Meeting of Shareholders)

The vote counting procedures are as follows:

- Summarize voting cards/ballots (by resolution method) for each voting matter, the total number of valid and invalid votes, votes in favor, against, and abstentions; the corresponding percentage of the total votes of shareholders attending the meeting as prescribed in the Company Charter;
- Summarize ballots cast by cumulative voting, the total number of valid and invalid votes, the number of votes for each candidate, and other contents as prescribed by the Company Charter.

Section 2.2: Specific Regulations for Voting in Online Meetings

Article 23. Registration Procedures for the Online General Meeting of Shareholders

The registration procedures for the online General Meeting of Shareholders before the opening day of the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Be listed in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of exercise of rights.

- Authorized representatives eligible to participate as prescribed by law and the company's charter.

2. Technical requirements: Delegates need an electronic device with an internet connection (e.g., computer, tablet, mobile phone, or other electronic device with an internet connection).

3. Method of recording Delegates attending the online General Meeting of Shareholders: Delegates are recorded by the electronic voting system as attending the online General Meeting of Shareholders when the Delegates access the system using the access information provided in accordance with Article 24 of these Regulations and have confirmed their attendance at the online General Meeting of Shareholders in the electronic voting system.

Article 24. Provide login information and conduct electronic voting.

1. Information on the access link to the electronic voting system, login name, access password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation (or in the form of login information notification prescribed by the Board of Directors). Delegates are responsible for securing their login names, passwords, and other identifying factors issued to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for the registered information.

2. When a Delegate requests to be provided with login information again, the Organizing Committee may notify them through the following means: directly, by mail, email, telephone, or other means as prescribed by the Board of Directors. The provision of login information is Pursuant to shareholder information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of exercise of rights to attend the General Meeting of Shareholders.

3. Delegates use their login name, access password, or other identifying factors (if any) to access the electronic voting system to confirm their attendance at the online General Meeting of Shareholders and conduct electronic voting according to the contents of the online General Meeting of Shareholders agenda.

Article 25. Authorizing a representative to attend the online General Meeting of Shareholders.

When authorizing online, shareholders shall carry out the authorization according to the provisions of Clause 2, Article 9 of these Regulations, paying attention to the following provisions:

- Shareholders must comply with providing complete information for online authorization, especially information on the authorized party, including: phone number, fax number, email address, or other contact address as per the Charter. This serves as the basis for issuing a login name, access password, and other identifying factors (if any) for the authorized party.

- The proxy form for attending the online General Meeting of Shareholders must be fully signed, clearly stating the full name (handwritten), and stamped (if an organization) of both the authorizing party and the authorized party. The original proxy form must be submitted before the official opening of the meeting. In the event that a shareholder has not attended the meeting and has conducted an online authorization, the authorization shall be effective when the Company receives the original Proxy Form sent until the closing of the General Meeting.

- Shareholders who have attended the meeting are not allowed to authorize others to attend the meeting.

- Cancellation of authorization for shareholders who have authorized online: Shareholders send an official written request to cancel the online authorization to the company before the official opening of the meeting. In the event that the authorized party has attended the General Meeting, the effective time of cancellation of authorization shall be calculated according to the time the Company receives the official written request to cancel the online authorization. The validity of the contents voted/elected previously shall remain unchanged.

Article 26. Discussion at the General Meeting of Shareholders online

1. Principles:

- The discussion is only conducted within the specified time and within the scope of the issues presented in the content of the General Meeting of Shareholders' program;
- Only Delegates may participate in the discussion;
- Delegates with opinions register the content of the discussion in the specific form prescribed in the working regulations of the meeting;

- The Secretariat will arrange the contents of the Delegates' questions and forward them to the Chairman.

2. Addressing the Delegates' opinions:

- Pursuant to the content of the Delegates' discussion, the Chairman or a member designated by the Chairman will address the Delegates' opinions;
- In case, due to time constraints, questions that have not been answered directly at the General Meeting will be answered by the Company in other forms.

Article 27. Form of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions within its competence by electronic voting.

Article 28. Online voting method

1. Voting method:

- Delegates choose one of the three voting options "Agree", "Disagree" or "No opinion"

for each issue raised for voting at the General Meeting that has been installed in the electronic voting system.

- Then, the Delegate proceeds to confirm the vote for the electronic voting system to record the results.

2. Election voting method:

- Cumulative voting method: Unless otherwise stipulated in the Company's charter, the voting to elect members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting. Accordingly, the Delegate carries out the election according to the instructions in the online election regulations approved at the General Meeting of Shareholders. Then, the Delegate confirms the election for the electronic voting system to record the results.

- Voting by resolution method (if any): Implemented according to the voting regulations specified in Clause 1 of this Article.

3. Some other regulations when conducting electronic voting:

- In case the Delegate does not complete all the voting and election issues according to the content of the General Meeting program, the issues that have not been voted on or elected are considered as the Delegate not having voted or elected on that issue.

- In the event of issues arising outside the sent meeting program, Delegates may vote and elect additionally. If the Delegate does not vote or elect on the arising issues, it is considered that the Delegate does not vote or elect on those arising issues.

- Delegates can change the voting and election results (but cannot cancel the voting and election results); including additional voting and election results on issues arising outside the General Meeting program. The online system only records vote counting for the final voting and election results at the end of the electronic voting period for each vote counting session specified in the working regulations of the meeting.

- **In the case of cumulative voting, an invalid ballot is a ballot where the total number of votes for candidates is greater than the total number of votes of the Delegate representing at the time of vote counting or other regulations according to the instructions of the online election regulations approved by the General Meeting of Shareholders.**

- The electronic voting time is specified in the working regulations at the meeting. During this time, Delegates can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system does not record any further electronic voting results from Delegates.

Article 29. Online voting method

When a Representative votes/elects, the number of votes/elections are recorded on the

electronic voting system. Pursuant to the voting/election results in the form of electronic voting, the Vote Counting Board aggregates the voting/election results according to the following principles:

- Aggregate votes/elections (by voting method) for each voting issue, the total number of valid votes, invalid votes, approvals, disapprovals, and abstentions; the corresponding percentage of the total votes of shareholders attending the meeting as prescribed in the Company Charter;
- Aggregate votes according to the cumulative voting method, the total number of valid votes, invalid votes, the number of votes for each candidate, and other contents as prescribed in the Company Charter.

Article 30. Preparing minutes of the online General Meeting of Shareholders

- Implemented according to the provisions of Article 16 of these Regulations.
- The venue stated in the minutes of the online General Meeting of Shareholders is the location where the Chairman of the General Meeting is present to preside over the meeting. This location must be within the territory of Vietnam.
- The method of approving the minutes of the General Meeting of Shareholders is specified in the company's working regulations at the General Meeting of Shareholders.

Section 2.3: Specific regulations on the form of voting at direct and online combined meetings

Article 31. How to register to attend the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

Article 32. Authorizing a representative to attend the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Clause 2, Article 9 and Article 25 of these Regulations.

Article 33. The form of resolution approval at the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Article 11 and Article 27 of these Regulations.

Article 34. Voting method at the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Articles 20, 21, and 28 of these Regulations.

Article 35. Vote counting method at the direct and online combined General

Meeting of Shareholders

Implemented according to the provisions of Articles 22 and 29 of these Regulations.

Article 36. Preparing minutes of the meeting at the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Articles 16 and 30 of these Regulations.

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS BY OBTAINING WRITTEN OPINIONS

Article 37. Cases where shareholders' opinions are obtained in writing

(Pursuant to Article 2 of the Company Charter)

The following contents may be approved by obtaining shareholders' opinions in writing:

1. Amending and supplementing the contents of the Company Charter;
2. Approving, supplementing, and adjusting the Company's internal regulations on corporate governance, the Board of Directors' working regulations, and the Board of Supervisors's working regulations;
3. Company development orientation;
4. Type of shares and the total number of shares of each type;
5. Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;
6. **Decision to invest in or sell assets worth 35% of the total asset value recorded in the Company's most recent financial statement;**
7. Approve the annual financial statements.
8. Reorganize or dissolve the Company.
9. Change the business lines, professions, and fields of operation.
10. Change the organizational structure of the Company's management.
11. Other matters deemed necessary by the Board of Directors for the benefit of the Company.

Article 38. Cases where written opinions are not obtained.

The Board of Directors may obtain shareholders' opinions in writing in all cases deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

Article 39. Procedures for the General Meeting of Shareholders to pass resolutions through written opinions.

(Pursuant to Point a, Clause 2, Article 18; Articles 22 and 24 of the Company's Charter).

1. The company must publicize information about the compilation of the list of shareholders submitting ballots at least ten (10) days before the final registration date.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the ballots. The requirements and methods for submitting ballots and accompanying documents are implemented according to the provisions of Clause 3, Article 18 of the Company's Charter.

3. The ballot must include the following main contents.

- Name, address of the head office, and enterprise registration number.
- Purpose of obtaining opinions.
- Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise registration number or legal document number of the organization, address of the head office for institutional shareholders, or full name, contact address, nationality, and legal document number of the individual representing the institutional shareholder; number of shares of each type and the number of voting/election ballots of the shareholder.

- Matters requiring opinions for approval.
- Voting options including agree, disagree, and no opinion for each matter.
- Election options (if any).
- Deadline for returning the completed ballot to the Company.
- Full name and signature of the Chairman of the Board of Directors.

4. Methods of submitting written shareholder ballots.

a. Shareholders send completed ballots to the Company by mail, fax, or email.

- The completed ballot must be fully signed, with the full name clearly written (handwritten), and stamped (if an organization).
- In the case of mail, the ballot sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the vote count. In the case of fax or email, the ballot sent to the Company must be kept confidential until the vote count.
- Ballots sent to the Company after the deadline specified in the ballot content or that have been opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not returned are considered abstentions.

b. Shareholders submit ballots through electronic voting.

i. Provide access accounts.

- Access account information is notified by the Company to the representative along with the Shareholder Ballot via secure mail.
- When a Representative requests to be provided with access information again, the Company may notify them via the following methods: directly, by mail, email, telephone, or other methods stipulated by the Board of Directors. The provision of access information is carried out Pursuant to information from the shareholder list compiled by

Vietnam Securities Depository (VSD) according to the Company's written shareholder opinion solicitation notification.

ii. Implementing Electronic Voting

- Principles of Implementation

- Representatives can only vote on the electronic voting system from the time they receive the Shareholder Opinion Form until the deadline for returning the opinion form as notified by the Company.
- During the voting period as announced by the Company, Representatives can access the electronic voting system and cast their votes 24 hours a day and 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.
- During the announced voting period of the Company, Representatives can change their voting decisions on the electronic voting system. At the end of the voting period as announced by the Company, Representatives are not allowed to change their voting results, and this final result will be tallied and announced by the Company.

- Implementation Method

- Representatives use the access account provided by the Company to directly access the electronic voting system to view information related to the voting session posted on the system and make voting decisions for each voting/election item requiring shareholder opinion.
- c. Shareholders send their completed opinion forms to the Company by mail, fax, or email, combined with submitting their opinions through electronic voting.

Implement according to the provisions in points a, b, clause 3 of this Article.

4. Vote Counting and Minutes of Vote Counting:

The Board of Directors organizes the vote count and prepares the minutes of the vote count under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the Company. The minutes of the vote count must include the following main contents:

- Name, head office address, enterprise registration code;
- Purpose and matters requiring opinions for Resolution approval;
- Number of shareholders with the total number of voting/election ballots participating in the voting/election, distinguishing between the number of valid voting/election ballots and the number of invalid voting/election ballots, and the method of submitting the voting/election ballots, along with an appendix listing the participating shareholders;
- The total number of votes in favor, against, and abstentions for each issue, and the total number of votes for each candidate (If any);
- Issues that have been approved and the corresponding approval voting rate;
- Full name and signature of the Chairman of the Board of Directors, the vote counter, and

the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor are jointly responsible for the honesty and accuracy of the minutes of the vote count; they are jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. Resolution and Minutes of Vote Counting:

a. The minutes of the vote count and the Resolution must be sent to shareholders within fifteen (15) days from the date the vote count concludes. Sending the minutes of the vote count and the Resolution can be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote count concludes.

b. Resolutions passed through written shareholder opinion solicitation are as valid as resolutions passed at the General Meeting of Shareholders.

6. Document Retention: Responded voting ballots, ballot counting minutes, adopted resolutions, and related documents attached to the voting ballots must be kept at the Company's headquarters.

7. Request to Cancel the Decision of the General Meeting of Shareholders through Written Opinion: Within ninety (90) days from the date of receiving the resolution or the minutes of the result of the vote of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2 of this Article has the right to request the Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases: 12 Điều lệ công ty

a. The order and procedures for convening meetings and making Decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3, Article 21 of the Company's Charter.

b. The content of the resolution violates the law or the Company's Charter.

Chapter III: BOARD OF DIRECTORS

SECTION 1: GENERAL PROVISIONS

Article 40. Role, Rights and Obligations of the Board of Directors

(Pursuant to Articles 278, 297 of Decree No. 155/2020/ND-CP)

The Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Enterprise Law and the Company's Charter. In addition, the Board of Directors has the following responsibilities and obligations:

1. Responsible to shareholders for the Company's operations;
2. Treat all shareholders equally and respect the interests of those whose interests are

related to the company;

3. Ensure that the Company's operations comply with the provisions of law, the Charter, and the Company's internal regulations;

4. Develop the Regulations on Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website;

5. Monitor and prevent conflicts of interest of Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of related party transactions;

6. Develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval as prescribed in Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities;

7. Appoint the Person in charge of corporate governance;

8. Organize training and coaching on corporate governance and necessary skills for Members of the Board of Directors, the General Director, and other managers of the Company;

9. Report on the Board of Directors' activities at the General Meeting of Shareholders as prescribed by applicable law.

10. Report on the corporate governance situation at the annual General Meeting of Shareholders and publish information in the Company's Annual Report according to the provisions of securities law on information disclosure.

11. Other rights and obligations as prescribed in the Company's Charter and the Regulations on Corporate Governance.

Article 41. Rights, Obligations, and Responsibilities of the Member of the Board of Directors

(Pursuant to Article 277 of Decree No. 155/2020/ND-CP)

1. A Member of the Board of Directors has full rights as prescribed by the Law on Securities, relevant laws, the Company's Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents on the financial status and business operations of the Company and its units. The information provision process is as specified in the Appendix to these Regulations. The person provided with information is responsible for keeping the provided information confidential and using it for the right purpose for the assigned work.

2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following duties:

a. Perform their duties honestly and prudently in the best interests of the shareholders and the company;

b. Fully attend Board of Directors meetings and provide input on matters discussed;

- c. Report promptly and fully to the Board of Directors all remunerations received from subsidiaries, affiliated companies, and other organizations;
- d. Report to the Board of Directors at the nearest meeting any transactions between the company, its subsidiaries, companies controlled by the public company with more than 50% of charter capital, with members of the Board of Directors and their related persons; transactions between the company and companies in which a Member of the Board of Directors is a founding member or business manager within the last three (03) years prior to the transaction;
- e. Make information disclosures when conducting company stock transactions as prescribed by law.

SECTION 2: REGULATIONS ON NOMINATION, APPLICATION, ELECTION, DISMISSAL, AND RESIGNATION OF BOARD OF DIRECTORS' MEMBERS

Article 42. Number, term, and structure of Board of Directors members

(Pursuant to regulations in Article 26 of the Company Charter)

- 1. Number of Board of Directors members (05) people. từ ba (03) đến năm
- 2. The term of a Member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of the Company for a maximum of 02 consecutive terms. In the event that all Members of the Board of Directors have their terms expire concurrently, those members shall continue to serve as Members of the Board of Directors until new members are elected to replace and take over their duties.
- 3. The structure of the Board of Directors is as follows:
 - a. The company's Board of Directors structure must ensure that at least 1/3 of the total number of Board of Directors' members are non-executive members. The company limits the maximum number of Board of Directors members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors. In the case of a listed company, the number of independent Board of Directors' members must ensure at least 01 independent member.
 - b. The appointment of Members of the Board of Directors must be publicly disclosed in accordance with the law on information disclosure in the stock market.
 - c. Members of the Board of Directors are not required to be shareholders of the Company.

Article 43. Standards and Conditions for Board of Directors' members

(Pursuant to Clause 1, Clause 2, Article 155 of the Enterprise Law, Decree No. 155/2020/ND-CP), Điều 25 Điều lệ công ty

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

a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Possess professional qualifications and experience in business management or in the Company's business field, sector, or profession and not necessarily be a shareholder of the Company;

c) A Member of the Board of Directors may concurrently be a member of the Board of Directors of another company and may only concurrently be a member of the Board of Directors at a maximum of five (05) other companies;

d) Not be a family member of the General Director and other managers of the Company; of the manager, the person authorized to appoint the manager of the parent company.

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

a) Not a person currently employed by the Company, its parent company, or subsidiaries; not a person who has worked for the Company, its parent company, or subsidiaries for at least three consecutive years prior.

b) Not a person currently receiving salary or remuneration from the Company, excluding allowances received by the Member of the Board of Directors as regulated.

c) Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or its subsidiaries.

d) Not a person directly or indirectly owning at least 1% of the total voting shares of the Company.

e) Not a person who has served as a Member of the Board of Directors or Board of Supervisors of the Company for at least the preceding five consecutive years, unless appointed for two consecutive terms.

Article 44. Nomination and Candidacy for Member of the Board of Directors

(Pursuant to Article 274 of Decree No. 155/2020/ND-CP; Clauses 2, 3 of Article 25 of the Company Charter)

1. A shareholder or group of shareholders owning at least 10% of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding ordinary shares have the right to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to 20% of the total voting shares may nominate one (01) candidate; from over 20% to 30%, a maximum of two (02) candidates may be nominated;

from over 30% to 40%, a maximum of three (03) candidates may be nominated; from over 40% to 50%, a maximum of four (04) candidates may be nominated; and from over 50%, a maximum of five (05) or more candidates may be nominated. The nomination document must specify the name of the shareholder or group of shareholders, the number of each type of share held by the shareholder or group of shareholders at the time of nomination for the Board of Directors, and information related to the candidate (candidate profile) as prescribed in Article 25 of the Company Charter.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors must nominate additional candidates to ensure the required number in accordance with regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.

Article 45. Method of Electing Members of the Board of Directors

(Pursuant to Clause 3, Article 148 of the Law on Enterprises, Clause of Article 21 of the Company Charter)

The voting to elect members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Directors shall be determined Pursuant to the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be Pursuant to the criteria specified in the election regulations or the Company Charter.

Article 46. Cases of Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors

(Pursuant to Article 160 of the Law on Enterprises), Điều 26 Điều lệ Công ty

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a. Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises. In this case, the member of the Board of Directors must notify the Board of Directors of his/her failure to meet the required conditions as stipulated in Point a, Clause 1 of this Article and shall automatically cease to be a member of the Board of Directors from the date such

standards and conditions are no longer satisfied.

- b. Having a letter of resignation and being approved;
- c. Other cases specified in the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b. Other cases specified in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

- b. The number of independent members of the Board of Directors falls below the statutory ratio.

Article 47. In other cases, at the nearest meeting, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors

Notice of election, dismissal, or removal of a member of the Board of Directors
Upon the adoption of the resolution on the election, dismissal, or removal of a member of the Board of Directors, the Company shall be responsible for disclosing such information internally within the Company, to competent authorities, on mass media channels, and on the Company's website in accordance with the procedures and regulations stipulated by applicable laws.

Article 48. Methods of nominating candidates for the Board of Directors

(Pursuant to Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the Company's Charter)

In the case where the candidates for the Board of Directors have been identified according to the provisions of Clause 1, Article 44 of these Regulations, the company must publish information related to the candidates at least ten (10) days before the opening day of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the published personal information and must commit to

performing their duties honestly, prudently, and for the best interests of the company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be published includes:

- a. Full name, Date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including the position of Board of Directors of other companies);
- e. Interests related to the company and related parties of the company;
- f. Other information (If any) as prescribed in the Company's Charter.

The Company is responsible for publicizing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other management positions, and the interests related to the company of the candidate for the Board of Directors (if any).

Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors

(Pursuant to Article 29 of the Company's Charter)

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

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

3. The Chairman of the Board of Directors has the following rights and obligations:

- a. Establish the Board of Directors' programs and operational plans;
- b. Prepare programs, content, and documents for meetings; convene, preside over, and chair Board of Directors meetings;
- c. Organize the adoption of Resolutions/Decisions of the Board of Directors;
- d. Supervise the implementation of Resolutions/Decisions of the Board of Directors;
- e. Preside over the General Meeting of Shareholders;
- f. Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

4. In the event the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal.

5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another Member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of an

authorized individual, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling at a compulsory detoxification facility or compulsory education facility, absconds from their place of residence, has restricted or lost civil act capacity, has difficulty in perception or controlling behavior, is prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one person among themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

SECTION 3: REMUNERATION, SALARIES, BONUSES, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

Article 50. Remuneration, bonuses, and other benefits of Members of the Board of Directors

(Pursuant to regulations in Article 28 of the Company Charter)

1. The company has the right to pay remuneration and bonuses to Members of the Board of Directors Pursuant to business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated Pursuant to the number of working days required to complete the tasks of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration level for each member on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors is included in the Company's business expenses as prescribed by the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members working on subcommittees of the Board of Directors or performing work outside the normal duties of a Board member may be paid additional remuneration in the form of a lump sum payment for each occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, food, accommodation, and other reasonable expenses incurred in the performance of their duties as Members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

6. A Member of the Board of Directors may be insured for liability by the Company following the approval of the General Meeting of Shareholders. This insurance does not cover

liabilities of the Member of the Board of Directors related to violations of law and the Company Charter.

SECTION 4: REGULATIONS ON PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

Article 51. Minimum number of meetings per month/quarter/year

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the end date of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number or percentage of votes, the members shall elect by majority vote to select 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

Article 52. Cases requiring the convening of an extraordinary meeting of the Board of Directors

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

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

- a. At the request of the Board of Supervisors;
- b. At the request of the General Director or at least five (05) other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases when deemed necessary as stipulated in the Company Charter.

2. The request stipulated in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within the authority of the Board of Directors.

3. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as prescribed in Clause 1 of this Article. In case the Chairperson fails to convene the meeting as requested, he or she shall be held liable for any damages caused to the Company; the requesting party shall have the right to convene the Board of Directors' meeting in place of the Chairperson, and the procedure for convening the meeting shall follow the same process as that applied by the Chairperson when convening upon request.

Article 53. Notice of the Board of Directors meeting and the right of the members of the Board of Supervisors to attend the Board of Directors meeting

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of the meeting no later than three (03) working days before the meeting date. The notice of the meeting must clearly specify the time and place of the meeting, the form of the meeting, the agenda, the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the voting ballots of the members.

2. The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means and ensure that it reaches the contact address of each Member of the Board of Directors registered at the Company.

3. Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairperson of the Board of Directors with the consent of the Board of Directors. The Chairperson or the convener shall send the notice of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

4. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not have voting rights.

Article 54. Conditions for organizing a Board of Directors meeting

(Pursuant to Article 157 of the Enterprise Law; Article 30 of the Company Charter)

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. In case the meeting convened under this Article fails to meet the required number of attendees, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are in attendance.

Article 55. Voting Methods

(Pursuant to Article 30 of the Company Charter)

1. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining opinions in writing or by other forms as prescribed by the Company Charter. Each Member of the Board of Directors has one vote. A Member of the Board of Directors shall be considered to have attended 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 according to the provisions of Article 57 of these Regulations;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending ballots to the meeting via mail, fax, or email;
 - e. Sending ballots by other means as prescribed by law (If any).
2. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a

sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

Article 56. Method of passing resolutions of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Resolutions and decisions of the Board of Directors shall be passed if approved by a majority (more than ½) of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Board of Directors.

Note that Members of the Board of Directors may not vote on transactions that benefit them or their related persons as prescribed by the Enterprise Law and Article 43 of the Company Charter.

Article 57. Authorization for another person to attend the meeting by a Member of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Members are required to fully attend all meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person to attend and vote on their behalf, provided that such authorization is approved by the majority of the members of the Board of Directors.

Article 58. Preparing minutes of Board of Directors meetings

(Pursuant to Article 158 of the Enterprise Law)

All Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a. Name, head office address, enterprise code;
- b. Time and place of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member present or authorized representative and the method of attendance; full name of members absent and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of each member's comments in the order of the meeting proceedings;
- g. Voting results clearly stating members who approved, disapproved, and abstained.
- h. The matter has been approved, along with the corresponding approval voting rate.
- i. Full name and signature of the chairman and the minute-taker, except as prescribed in Article 59 of these Regulations.

Minutes of Board of Directors meetings and documents used in the meetings must be kept

at the company's headquarters.

Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

The chairman, minute-taker, and signatories of the minutes are responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes.

Minutes of Board of Directors meetings and documents used in the meetings must be kept at the company's headquarters.

Article 59. In case the chairman and/or secretary refuse to sign the Minutes of the Board of Directors Meeting.

(Pursuant to Article 158 of the Law on Enterprises)

In the event that the chairperson or the minute-taker refuses to sign the minutes of the meeting, the minutes shall remain valid if all other attending members of the Board of Directors sign the document and it contains all required contents as stipulated in Points a, b, c, d, đ, e, g, and h of Article 58 of this Regulation.

Article 60. Notification of Resolutions/Decisions of the Board of Directors

After issuing the Resolutions/Decisions of the Board of Directors, the company is responsible for disseminating information internally, to relevant authorities, mass media, and on the company's website, following current regulations and procedures.

SECTION 5: SUB-COMMITTEES OF THE BOARD OF DIRECTORS

Article 61. Sub-committees under the Board of Directors

(Pursuant to Article 31 of the Company Charter)

1. When deemed necessary, the Board of Directors may establish sub-committees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of sub-committee members, determined by the Board of Directors, must be at least two, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the sub-committee, and one of these members is appointed as Head of the Sub-Committee by decision of the Board of Directors. Sub-committee operations must comply with the Board of Directors' regulations. Sub-committee resolutions are valid only when approved by a majority of members attending and voting at a sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current laws and regulations, the Company Charter, and the internal regulations on corporate governance.

SECTION 6: SELECTION, APPOINTMENT, DISMISSAL, AND REMOVAL OF THE COMPANY'S MANAGEMENT PERSONNEL

Article 62. Criteria for the Company's Management Personnel

(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 2, Article 32 of the Company Charter)

The company's management personnel must not concurrently work for an approved auditing organization currently auditing the company's financial statements.

Article 63. Appointment of the Company's Management Personnel

(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 1, Article 32 of the Company Charter)

The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

Article 64. Cases of dismissal and discharge of the Person in charge of corporate governance

1. The Board of Directors may dismiss or discharge the Person in charge of corporate governance when necessary, but not contrary to current labor laws.

2. The person in charge of corporate governance may be dismissed by resolution of the General Meeting of Shareholders.

Article 65. Notification of appointment, dismissal, and discharge of the Person in charge of corporate governance

After the decision to appoint, dismiss, or discharge the Person in charge of corporate governance, the Company is responsible for publicizing the information internally and to relevant agencies, on mass media, and on the Company's website, following the procedures and regulations of current law.

Article 66. Rights and Obligations of the Person in charge of Corporate Governance

(Pursuant to Clause 3, Article 32 of the Company Charter)

The person in charge of corporate governance has the following rights and obligations:

a. Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed, and related tasks between the Company and shareholders;

b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

- c. Advise on the procedures of meetings;
- d. Attend meetings;
- e. Advise on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as a point of contact with relevant stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- j. Other rights and obligations as prescribed by law. và Điều lệ Công ty

Chapter IV: BOARD OF SUPERVISORS

SECTION 1: GENERAL PROVISIONS

Article 67. Role, rights, obligations of the Board of Supervisors, responsibilities of Board of Supervisors members

(Pursuant to Article 287, Article 288 of Decree No. 155/2020/ND-CP)

1. Board of Supervisors members have the rights as prescribed by the Law on Enterprises, relevant laws and the Company Charter, and the Board of Supervisors's operating regulations, including the right to access information and documents related to the company's operating situation. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information at the request of the Board of Supervisors members.

2. Board of Supervisors members are responsible for complying with the provisions of law, the Company Charter, the Board of Supervisors's operating regulations, and professional ethics in carrying out their assigned rights and obligations.

3. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

a. Propose and recommend to the General Meeting of Shareholders the approval of the list of audit organizations approved to audit the Company's financial statements; decide on an approved audit organization to inspect the company's operations and dismiss the approved auditor when deemed necessary.

b. Accountable to shareholders for their supervisory activities.

c. Monitor the company's financial situation and legal compliance in the operations of

members of the Board of Directors, the General Director, and other managers.

d. Ensure coordinated operations with the Board of Directors, General Director, and shareholders.

e. In the event of discovering any violation of law or the company's charter by a member of the Board of Directors, General Director, or other executive of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to rectify the consequences.

f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

g. Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving requests to inspect books and records from common shareholders as stipulated in Clause 1, Article 45 of the Company's Charter, and for carrying out requests for information provision to the Board of Directors, General Director, or other managers. The information request process is stipulated in the Appendix to these Regulations. The recipient of the information is responsible for maintaining the confidentiality of the provided information and using it for the intended purpose of the assigned tasks.

SECTION 2: REGULATIONS ON TERM, NUMBER, COMPOSITION, AND STRUCTURE OF THE BOARD OF SUPERVISORS

Article 68. Number, term, composition, and structure of members of the Board of Supervisors

(Pursuant to regulations in Article 168 of the Law on Enterprises, Clause 1, Article 38, Article 39 of the Company's Charter)

1. The number of members of the Board of Supervisors of the Company is three (03) people.

2. The term of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

3. **The** Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, dismissal, and removal are Pursuant to the majority principle. The rights and obligations of the Head of the Board of Supervisors are stipulated in the Company's Charter. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a bachelor's degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company's Charter stipulates a higher standard.

4. In the event that a Supervisor's term expires and a new Supervisor has not yet been elected, the Supervisor whose term has expired shall continue to exercise their rights and obligations until a new Supervisor is elected and assumes their duties.

Article 69. Standards and conditions for members of the Board of Supervisors

(Pursuant to regulations in Article 169 of the Law on Enterprises, Clause 2, Article 38 of the Company's Charter)

1. Supervisors must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
- c. Not a family member of a member of the Board of Directors, the General Director, or the General Director and other managers;
- d. Not a manager of the company; not necessarily a shareholder or employee of the company;
- e. Not an employee in the Accounting or Finance department of the Company;
- f. Not a member or employee of the independent audit firm that audited the company's financial statements for the previous three (03) consecutive years.
- g. Other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, the Company's Supervisor ensures that all conditions stipulated in Clause 2, Article 169 of the Law on Enterprises are met.LD

3. The Head of the Board of Supervisors must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

Article 70. Nomination and candidacy for members of the Board of Supervisors

(Pursuant to Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the Company's Charter)

1. The nomination and candidacy for members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 25 of the Company's Charter and Clause 1, Article 44 of these Regulations. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate a maximum of one (01) candidate; from 30% to less than 50%, a maximum of two (02) candidates; and from 50% or more, a maximum of three (03) candidates.

2. In case the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors must nominate additional candidates to ensure the required

number is met. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with legal regulations.

Article 71. Method of electing members of the Board of Supervisors

(Pursuant to Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the Company's Charter)

The voting to elect members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined Pursuant to the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes, or the selection will be made Pursuant to the criteria specified in the election regulations, the Regulations on the Operation of the Board of Supervisors, or the Company's Charter.

Article 72. Cases of dismissal and removal of members of the Board of Supervisors

(Pursuant to Article 174 of the Law on Enterprises)

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

- a. No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
- b. Has submitted a resignation letter and it has been approved;
- c. Other cases as prescribed by the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

- a. Fails to complete assigned tasks and duties;
- b. Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Serious and repeated violations of the duties of a member of the Board of Supervisors, as stipulated by the Law on Enterprises and the company's Charter.
- d. Other cases as resolved by the General Meeting of Shareholders.

Article 73. Members of the Board of Supervisors shall continue to fully perform

their rights and obligations until the General Meeting of Shareholders adopts a resolution on their dismissal or removal, Disclosure of the election, dismissal, or removal of members of the Board of Supervisors.

Upon the adoption of a resolution on the election, dismissal, or removal of a Supervisor, the Company shall be responsible for disclosing such information internally and to relevant authorities, via mass media, and on the Company's website in accordance with the procedures and regulations of prevailing laws.

Article 74. Salary and other benefits of members of the Board of Supervisors.

(Pursuant to Article 172 of the Law on Enterprises).

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the company's business expenses as prescribed by the law on corporate income tax, other relevant legal regulations, and must be itemized separately in the company's annual financial statements.

Chapter V: GENERAL DIRECTOR.

Article 75. Roles, responsibilities, rights, and obligations of the General Director.

(Pursuant to Clauses 2 and 4, Article 35 of the Company's Charter).

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

2. The General Director has the following rights and obligations.

a. Deciding on matters related to the daily business operations of the Company that are not within the authority of the Board of Directors and the Chairman of the Board of Directors.

b. Organizing the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors.

c. Organizing the implementation of the Company's business plans and investment plans.

d. Proposing organizational structure and internal management regulations of the Company.

e. Recruiting, transferring, terminating, rewarding, and disciplining employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors.

f. Propose the number, titles, and related matters such as salary, remuneration, benefits, and other terms of employment contracts of other executives, and submit to the Board of Directors for approval;

g. No later than January 31 of each year, the General Director must prepare and submit to the Board of Directors for approval matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards, and disciplinary actions applicable to employees and other executives of the Company for that financial year;

h. By October 31 of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for that financial year, ensuring alignment with the approved budget and annual financial plan;

i. Proposing a plan for dividend payment or handling business losses.

j. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

k. Other rights and obligations as prescribed by law, the Charter, the Regulations on Corporate Governance, and according to Resolutions and Decisions of the Board of Directors, Decisions of the Chairman of the Board of Directors, and the Labor Contract signed with the Company.

Article 76. Term, standards, and conditions of the General Director

(Pursuant to regulations at Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Company Charter)

The General Director's term shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a person having family relations with the Company's managers, supervisors of the Company and its parent company; representatives of state-owned capital or representatives of capital contributed by enterprises in the Company and its parent company;

- c. Possessing professional qualifications and experience in the Company's business administration;
- d. Meeting other standards and conditions as prescribed by law.

Article 77. Nomination of the General Director

Members of the Board of General Directors and members of the Board of Directors have the right to nominate General Director candidates in accordance with the standards and conditions specified in Article 76 of these Regulations and submit them to the Board of Directors for consideration when the Company needs to find a General Director.

Article 78. Appointment, dismissal, contract signing, and termination of contracts with the General Director

(Pursuant to Clause 1, Clause 5, Article 35 of the Company Charter)

The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the General Director.

The Board of Directors may dismiss or remove the General Director if the majority of attending voting members of the Board of Directors approve (excluding the vote of the General Director in this case), and appoint a new General Director as a replacement.

The Board of Directors is authorized to sign/terminate the labor contract and determine the terms of such contract as stipulated in Point i, Clause 2, Article 27 and Article 35 of the Company's Charter.

Article 79. Notification of appointment, dismissal, contract signing, and termination of contracts with the General Director

After the decision to elect or dismiss the General Director, the Company is responsible for announcing the information internally within the Company and to relevant agencies, on mass media, and on the Company's website according to the procedures and regulations of current law.

Article 80. Salary and other benefits of the General Director

(Pursuant to Clause 3, Clause 4, Article 34 of the Company Charter)

1. The General Director receives salary and bonuses. The General Director's salary and bonuses are decided by the Board of Directors.

2. The executive's salary is included in the Company's business expenses as prescribed by the law on corporate income tax, is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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Chapter VI: OTHER ACTIVITIES

**SECTION 1: REGULATIONS ON COORDINATION OF ACTIVITIES BETWEEN
THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE
GENERAL DIRECTOR**

Article 81. Procedures and sequence for convening, sending meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director

Procedures and sequence for convening, sending meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, Board of Supervisors and General Director are carried out according to the procedures and order of convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of these Regulations.

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

(Pursuant to Clause 1, Article 171 of the Law on Enterprises 2020)

Resolutions/Decisions and minutes of the Board of Directors meetings, after issuance, must be sent to the Control Members at the same time and in the same manner as to the members of the Board of Directors.

Article 83. Notification of Board Resolution/Decision to the General Director

Board Resolutions/Decisions (with contents related to the responsibilities, rights, and obligations of the General Director), after issuance, must be sent to the General Director at the same time and in the same manner as to the members of the Board of Directors.

Article 84. Cases where the Control Board and the General Director request to convene a Board of Directors meeting and matters requiring the Board's opinion

(Pursuant to Point h, Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35, and Article 40 of the Company Charter)

1. Cases of requesting the convening of a Board of Directors meeting

a. The Control Board may request the convening of a Board of Directors meeting in the following cases:

- At the request of a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

- When it deems that the Control Member's right to access information and documents related to the company's operational status is not fully implemented in accordance with current law and the Company Charter;

- Upon detecting violations of law or the Company Charter by members of the Board of Directors, the General Director, and other company executives after written notification has been

made to the Board of Directors as prescribed in Clause 5, Article 40 of the Company Charter, but the violator has not ceased the violation or implemented remedial solutions;

b. The General Director may request the convening of a Board of Directors meeting in the following cases:

- When the General Director deems that their rights as stipulated in Article 35 of the Company Charter are not being enforced;

- Upon detecting violations of law or the Company Charter by other company executives after written notification has been made to the Board of Directors, but the violator has not ceased the violation or implemented remedial solutions;

2. Matters on which the General Director needs the Board of Directors' opinion:

a. Recommendations to the Board of Directors on the organizational structure and internal management regulations of the Company;

b. Proposing measures to improve the Company's operations and management;

c. The General Director's annual report to the Board of Directors on matters related to employees and company executives;

d. The General Director's annual report to the Board of Directors on matters related to the Company's relations with trade union organizations according to the best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal regulations;

e. Seeking the Board of Directors' opinion on the audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted to the Board of Directors for approval;

f. Proposing a plan for dividend payment or handling business losses;

g. Seeking the Board of Directors' approval for the detailed business plan for the next fiscal year;

h. Other matters when deemed to be in the Company's best interest.

3. Matters on which the General Director needs the Chairman of the Board of Directors' opinion: When handling matters or implementing decisions under the authority of the Chairman of the Board of Directors.

Article 85. General Director's report to the Board of Directors on the performance of assigned duties and powers.

(Pursuant to Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company's Charter)

1. Report on the implementation of the Resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders.

2. Periodically, quarterly and annually, report on the assessment of the Company's financial situation, production and business activities.
3. Report on improvements in organizational structure, policies, and management.
4. Annual report on the implementation of obligations to the environment, community, and employees.
5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders.
6. Report other issues as requested by the Board of Directors.

Article 86. Review of the implementation of resolutions and other matters authorized by the Board of Directors for the General Director.

Pursuant to the General Director's report on the performance of assigned duties and powers as prescribed in Article 75 of these Regulations, the Board of Directors will review the results of the implementation of resolutions and other matters authorized by the Board of Directors with the General Director.

Article 87. Issues that the General Director must report, provide information, and how to notify the Board of Directors and the Board of Supervisors.

(Pursuant to Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, Article 45 of the Company's Charter)

1. Issues that the General Director must report, provide information, and how to notify the Board of Directors.
 - a. Contents as prescribed in Article 84 of these Regulations.
 - b. The General Director is obligated to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company holds more than 50% of the charter capital with the same entity or with related persons of that entity as prescribed by law.
 - c. Other contents requiring opinions and reports to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.
 - d. In the case of approving contracts and transactions as prescribed in Clause 1, Article 167 of the Enterprise Law and having a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company's Charter, the company's representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisor of related parties to the contract or transaction and enclose a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the

notification, unless the Company's Charter stipulates a different time limit; members of the Board of Directors with interests related to the parties to the contract or transaction shall not have the right to vote.

2. Issues that the General Director must report, provide information on, and the method of notification to the Board of Supervisors.

- a. The General Director's report submitted to the Board of Directors or other documents issued by the company are sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.
- b. The General Director and other executive officers of the enterprise must provide complete, accurate, and timely information and documents on the company's management, administration, and business operations at the request of the Supervisor or the Board of Supervisors, except for information related to the Company's business secrets.
- c. The method of notification for the Member of the Board of Supervisors is implemented as for the Board of Directors.

Article 88. Coordinate control, operation, and supervision activities among the Board of Directors members, the Supervisors, and the General Director according to the specific tasks of the above members.

1. Coordination of activities between the Member of the Board of Supervisors and the Board of Directors:

The Member of the Board of Supervisors has the role of supervising, coordinating, advising, and providing complete, timely, and accurate information. Specifically, as follows:

- a. Regularly inform the Board of Directors of the operating results, consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer issues that need clarification;
- c. Periodic and unscheduled inspections by the Member of the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the end date) sent to the Board of Directors to provide additional basis for the Board of Directors in the Company's management. Depending on the level and results of the above inspection, the Member of the Board of Supervisors needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to reserve opinions recorded in the minutes is authorized, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;
- d. In case the Board of Supervisors detects violations of law or violations of the Company's

Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to overcome the consequences;

e. The Supervisor is obligated to notify the Board of Directors of transactions between the Company, Company's subsidiaries, other companies in which the Company holds more than 50% of the charter capital, with that entity itself or with related persons of that entity as prescribed by law;

f. For recommendations related to the Company's operational and financial situation, the Member of the Board of Supervisors must send a written document along with relevant materials at least fifteen (15) days before the intended date of receiving a response;

g. Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days;

h. The Board of Directors creates favorable conditions for the Member of the Board of Supervisors to perform their rights and obligations.

2. Coordination of activities between the Member of the Board of Supervisors and the General Director:

The Member of the Board of Supervisors has the function of inspection and supervision.

a. In meetings of the Member of the Board of Supervisors, the Member of the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved audit organization) to attend and clarify issues of concern to the Supervisors;

b. Periodic and unscheduled inspections by the Member of the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the end date) sent to the General Director to provide additional basis for the General Director in the Company's management. Depending on the level and results of the above inspection, the Member of the Board of Supervisors needs to discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to reserve opinions recorded in the minutes is authorized, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c. The Supervisor has the right to request the General Director to facilitate access to records and documents related to the Company's business activities (excluding information within the scope of the company's business secrets) at the headquarters or where records are stored, for the purpose of performing the assigned duties of the Member of the Board of Supervisors if approved by the Board of Supervisors. The process for requesting information is specified in the Appendix to these Regulations. The person provided with the information is responsible for keeping the information confidential and using it for the right purpose for the assigned work.

d. For information and documents related to management, business operation, business reports, financial statements, and document requests from the Member of the Board of Supervisors, these must be sent to the Company at least forty-eight (48) working hours prior to the anticipated response time. The Member of the Board of Supervisors must not utilize any undisclosed information of the company or divulge it to others for conducting related transactions.

e. Proposals concerning modifications, supplements, or improvements to the company's organizational structure, supervision, and business operations from the Member of the Board of Supervisors must be submitted to the General Director at least seven (07) working days prior to the expected response date.

f. The General Director shall facilitate the Member of the Board of Supervisors in executing their rights and responsibilities.

3. Coordination between the General Director and the Board of Directors: The General Director is the representative who manages the Company's operations, ensuring continuous and efficient operation.

a. When proposing organizational structure plans or internal management regulations for the company, the General Director shall submit these to the Board of Directors as soon as possible, but no less than seven (07) days before a decision is required.

b. The General Director submits an annual report to the Board of Directors concerning matters related to employees and company executives.

c. The General Director provides an annual report to the Board of Directors on issues concerning the Company's relationships with trade union organizations, in accordance with best management practices, policies, and norms, those stipulated in this Charter, Company regulations, and current legal provisions.

d. The General Director is obligated to inform the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more in charter capital, with the same entity or with related individuals of that entity as stipulated by law.

e. Other matters requiring consultation as stipulated in Clause 2, Article 84 of these regulations must be submitted to the Board of Directors at least seven (07) working days prior to the date the Board of Directors' response is expected.

**SECTION 2: REGULATIONS ON ANNUAL EVALUATIONS FOR
COMMENDATION AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE
BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE
GENERAL DIRECTOR, AND OTHER COMPANY EXECUTIVES**

Article 89. Regulations regarding the evaluation of the performance of Board of Directors' members, Supervisors, the General Director, and other executives.

1. The Board of Directors is responsible for developing performance evaluation criteria for all Board of Directors' members, the General Director, and other executives.

2. Performance evaluation criteria must balance the interests of company executives with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each point in time. Non-financial indicators may include stakeholder interests, operational efficiency, achieved progress and improvements, etc.

3. Annually, Pursuant to assigned functions, tasks, and established evaluation criteria/achieved results, the Board of Directors conducts performance evaluations of its members.

4. The performance evaluation of the Supervisors is conducted according to the methods outlined in the organizational structure and operational procedures of the Board of Supervisors.

5. The evaluation of other executives' performance adheres to internal regulations or may rely on their self-assessments.

Article 90. Rewards

1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for establishing the reward policy. Rewards are Pursuant to the performance evaluation as stipulated in Article 89 of these Regulations.

2. Forms of rewards: monetary, stock (issuing shares under the employee stock option program), or other forms developed by the Board of Directors or the Remuneration Subcommittee. The General Director must develop a plan for reward forms and submit it to the Board of Directors for approval; cases exceeding their authority will be submitted to the General Meeting of Shareholders for approval.

3. The reward policy for members of the Board of Directors and supervisors will be decided by the General Meeting of Shareholders.

4. For company executives: the reward fund is sourced from the Company's Welfare and Reward Fund and other legitimate sources. The reward level is Pursuant to the actual annual business results, and the General Director will propose it to the Board of Directors for approval. Cases exceeding their authority will be submitted to the General Meeting of Shareholders for approval.

Article 91. Disciplinary Actions

1. The Board of Directors is responsible for establishing disciplinary measures Pursuant to the nature and severity of the violation. The highest form of disciplinary action is dismissal or removal from office.

2. Board of Directors' members, supervisors, and company executives who fail to fulfill their duties with honesty, diligence, and prudence will be held personally liable for any damages they cause.

3. When performing their duties, if Board of Directors' members, supervisors, or company executives violate legal regulations or company regulations, they will be subject to disciplinary action, administrative penalties, or criminal prosecution according to the provisions of the law and the Company's Charter, depending on the severity of the violation. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation will be made in accordance with legal regulations.

Chapter VII: AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS

Article 92. Supplementing and Amending Corporate Governance Regulations

1. Any additions or amendments to these Regulations must be reviewed and decided by the Company's General Meeting of Shareholders.

2. In the event that any legal regulations related to the company's operations are not mentioned in these regulations, or in the event of new legal regulations that differ from the provisions of these regulations, those legal regulations shall naturally apply and govern the company's operations.

Chapter VIII: EFFECTIVE DATE

Article 93. Effective Date

1. These Regulations, comprising 08 Chapters and 93 Articles, were unanimously approved by the General Meeting of Shareholders of Can Tho Pesticide Joint Stock Company on April 24th, 2025 and the full text of these regulations is hereby approved.

2. These Regulations are the sole and official regulations of the company.

3. Copies or extracts of the Corporate Governance Regulations must bear the signature of the Chairman of The Board Of Directors.

Can Tho,..... 2025

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Sign, full name and seal)