

Business Registration Number: 0200827051 by the
Department of Planning and Investment Hai Phong issued
on March 17th, 2023

Hai Phong, March 31th, 2025

NOTIFICATION
INVITATION TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders

Pursuant to the Law on Enterprises and the Charter of DAP-VINACHEM Joint Stock Company, the Board of Directors of DAP-VINACHEM Joint Stock Company organizes the 2025 Annual General Meeting of Shareholders as follows:

1. Time and venue:

- Time: **Opening from 8:00 a.m. on April 23th, 2025.**

- Venue: 3rd floor hall of DAP-VINACHEM Joint Stock Company, address Lot N5.8, Dinh Vu Industrial Zone, Dinh Vu Economic zone, Cat Hai, Dong Hai 2 Ward, Hai An District, Haiphong City.

2. Contents and documents attached to the Notice, including:

- Draft agenda and content of the 2025 Annual General Meeting of Shareholders;

- Sample of confirmation of attendance or authorization to attend the 2025 Annual General Meeting of Shareholder;

All documents and contents of the 2025 Annual General Meeting of Shareholders are posted by the Company in the Shareholder Relations section on the Company's website <http://www.dap-vinachem.com.vn> and send printed copies to shareholders when attending the General Meeting.

3. Participants:

- All shareholders owning shares of DAP-Vinachem Joint Stock Company whose names are on the list of shareholders closing on March 21th, 2025 provided by Vietnam Securities Depository and Clearing Corporation (VSDC).

- In case shareholders cannot attend in person, they can authorize a representative to attend the General Meeting of Shareholders (or a member of the Board of Directors). The authorized person must present a valid authorization letter and ID card/CCCD or Passport when registering to attend the meeting (according to Section 6 below).

4. Registration:

- In order to organize the General Meeting of Shareholders in a thoughtful manner, we request that shareholders confirm their registration to attend the meeting or authorize their attendance (according to the attached form) before 4:00 p.m. on April 18th, 2025 through one of the following methods: By post to Company address or send email to: anhdungdap@gmail.com or Fax to 02253 979 170.

- Shareholders can receive meeting documents and some other documents related to the 2025 Annual General Meeting of Shareholders at the Company's Head Office; at the

Meeting or see and download on the Company's website at <http://www.dap-vinachem.com.vn> from 31/3/2025.

- Shareholders or groups of shareholders owning 5% or more of the total common shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors and the Board of Supervisors.

Request:

+ Proposals to include content in the meeting agenda must be sent to the Company no later than 16:00 on April 17th, 2025.

+ Proposals sent to the Company are considered valid when requirements in the Charter and current Enterprise Law.

- All travel and accommodation expenses are paid by shareholders.

5. Contact information:

Address: Lot N5.8, Dinh Vu Industrial Zone, Dinh Vu Economic zone, Cat Hai, Dong Hai 2 Ward, Hai An District, Haiphong City.

Phone: 02253 979 368

Fax: 02253 979 170

Secretary Phone: 0978 959273. Email: anhdungdap@gmail.com.

6. Note:

Shareholders/authorized persons attending the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company must present:

- Shareholders are individuals:

+ Original ID card/CCCD/Passport of shareholder or authorized person of shareholder.


+ Original letter of the authorization form according to the Company's form (in case of authorization), with fresh signatures of the authorizer and the authorized person.

- Shareholders are organizations:

+ Original ID card/CCCD/Passport of the legal representative of the organization or the person authorized by the organization.

+ Copy of business registration of the organization.

+ Original letter of the authorization form according to the Company's form with the seal of the authorizing organization or document assigning the representative of state capital (in case of authorization).

Sincerely announce! 

Recipients:

- Shareholders;
- Save Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**




Nguyen Tuan Dung



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CERTIFICATE
ATTENDANCE/AUTHORIZATION TO ATTEND 2025 ANNUAL GENERAL
MEETING OF SHAREHOLDERS

To: DAP – VINACHEM Joint Stock Company

Name of Shareholder (Organization/Individual):.....

Business Registration Certificate No/ID No./Passport No.:.....Date of issue:.....at:.....

Address:.....

Telephone:.....

Total number of shares represented or owned:..... shares

Pursuant to the Notice of Invitation to Attend the 2025 Annual General Meeting of Shareholders of DAP – VINACHEM Joint Stock Company, I/We hereby confirm my attendance at the General Meeting of Shareholders as follows:

1. Attend in person: ☐ (Please mark X in the box)

2. Or:

2.1. Authorize the following person:

- Full name:.....

- ID card/CCCD/Passport number: date of issue..... at:.....

2.2. Authorize one of the following members of the Board of Directors:

- | | | |
|--------------------------|----------------------|--|
| <input type="checkbox"/> | Mr. Nguyen Tuan Dung | - Chairman of the Board of Directors |
| <input type="checkbox"/> | Mr. Vu Van Bang | - Member of the Company's Board of Directors |
| <input type="checkbox"/> | Mr. Le Ngoc Nhan | - Member of the Company's Board of Directors |
| <input type="checkbox"/> | Mrs. Nguyen Thi Mai | - Member of the Company's Board of Directors |
| <input type="checkbox"/> | Mr. Nguyen Van Phien | - Member of the Company's Board of Directors |

(in the box in front of the name of the Board Member that the Shareholder authorizes)

Authorization content:

The authorized party represents the Authorizing Party to attend the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company to exercise all rights and obligations at the General Meeting of Shareholders related to the authorized shares.

We are fully responsible for this authorization and commit to strictly comply with current regulations of law and the Charter of DAP-Vinachem Joint Stock Company and have no complaints later

Authorization period: Until the end of the 2025 Annual General Meeting of Shareholders.

Note:

The authorized person must bring his/her ID card/CCCD/Passport and authorization letter when attending the 2025 Annual General Meeting of Shareholders. This authorization letter is only valid when it is a power of attorney with the fresh signatures of both parties. For authorization from an organizational shareholder, only the following documents are required: Authorized organization seal.

Authorized person
(Sign, full name)

.....ate month year 2025
Attendee/Authority
(Sign, full name Seal if shareholder is an organization)



DAP - VINACHEM JOINT STOCK COMPANY
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 23th, 2025

VOTING CARDS

Shareholder code

Shareholder name: (No.:)

Number of voting shares:

Note: This voting card is only valid at the 2025 Annual General Meeting of Shareholders of DAP-VINACHEM Joint Stock Company



DAP - VINACHEM JOINT STOCK COMPANY
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 23th, 2025

VOTING BALLOT

Shareholder code

Shareholder name:

(No:)

Number of voting shares:

• • • • •

No	Content	Approved	Disapprove	Abstain
1	Board of Directors' report on 2024 activities and 2025 orientation			
2	Audited Financial Statements of the Company for 2024			
3	Proposal for profit distribution in 2024			
4	Report of the Board of Supervisors on business and production activities in the year 2024			
5	Report of the Board of Supervisors on the selection of the annual auditing company 2025			
6	Board of Directors' report on production and business plan 2025			
7	Report on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2024 and Proposal on remuneration of the Board of Directors, Board of Supervisors, Company Secretary 2025			
8	Proposal for consideration and approval of additional business lines and amendments and supplements to the Company Charte			

*** Note:** - Shareholders who agree, disagree or have no opinion on any content should mark (x) or (v) in the corresponding column.

- Shareholders are requested to sign and write their full name on the voting ballot.

Shareholder's signature confirmation section

(or authorized representative)

(Sign, full name)



DAP - VINACHEM JOINT STOCK COMPANY
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 23th, 2025

ELECTION BOARD OF DIRECTORS

Shareholder code

Shareholder name:	(No.:
Number of voting shares:	
Total votes cast:	

LIST OF ELECTIONS
members of the Board of Directors for the term 2025 - 2030

No.	Full name	<i>Number of votes</i> <i>(write the specific number of votes for the candidate)</i>
1		
2		
3		
4		
5		
	Total votes	

Signature section of the Shareholder
(or authorized representative)
(sign, full name)



DAP - VINACHEM JOINT STOCK COMPANY
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 23th, 2025

ELECTION
BOARD OF SUPERVISORS

Shareholder code

Shareholder name:	(No.:
Number of voting shares:	
Total votes cast:	

LIST OF ELECTIONS
members of the Supervisory Board for the term 2025 - 2030

No.	Full name	<i>Number of votes</i> <i>(write the specific number of votes for the candidate)</i>
1		
2		
3		
	Total votes	

Signature section of the Shareholder
(or authorized representative)
(sign, full name)



DAP-VINACHEM JOINT STOCK COMPANY

Address: Plot N5.8, Dinh Vu Industrial Zone, Dinh Vu, Cat Hai Economic zone, Dong Hai 2 Ward, Hai An District, Haiphong, Vietnam

Telephone: 02253.979365; Fax: 02253.979170

Website: <http://www.dapdinhvu.com.vn/>

PROGRAM, CONTENT

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS


DAP-VINACHEM JOINT STOCK COMPANY

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1. Time: Expected to open from 8:00 a.m. on April 23th, 2025

2. Venue: 3rd floor conference hall, DAP-VINACHEM Joint Stock Company, address: Plot N5.8 Dinh Vu Industrial Zone, Dinh Vu, Cat Hai Economic zone, Dong Hai 2 Ward, Hai An District, Haiphong, Vietnam.

No.	Time	Content
1	7h30'-8h00'	Register to attend the General Meeting; Verification of shareholders' eligibility; Issue cards and voting ballots.
2	8h00'-8h10'	Report on the results of verification of shareholders' eligibility, Opening of the meeting.
3	8h10'-8h15'	The Chairman appoints the Secretary of the meeting; introduces the Counting Committee for the meeting to approve.
4	8h15'-8h25'	Discuss and approve the meeting agenda and content.
5	8h25'-8h40'	Discuss and approve the Regulations for organizing the General Meeting of Shareholders.
6	8h40'-8h55'	Report of the Board of Directors on activities in 2024 and Operation for 2025.
7	8h55'-9h10'	General Director 's report on business results in 2024; Business plan in 2025.
8	9h10'-9h15'	Financial statements audited in 2024 of Company
9	9h15'-9h20'	Report on profit distribution plan for 2024.
10	9h20'-9h30'	Report of the Board of Supervisors on production and business activities in 2024.
11	9h30'-9h35'	Report of the Board of Supervisors on the selection of Auditing Company for 2025.
12	9h35'-9h40'	Board of Directors' report on 2025 business plan.
13	9h40'-9h45'	Report on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2024 and Proposal on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2025.



No.	Time	Content
14	9h45'-9h50'	Proposal for consideration and approval of additional business lines and amendments and Supplement the Company Charter
15	9h50'-10h05'	Discussion of Reports and Proposals.
16	10h05'-10h40'	Voting to approve Reports and Proposals: + Report of the Board of Directors on activities in 2024 and Operation for 2025; + Financial statements audited in 2024 of Company; + Report on profit distribution plan for 2024; + Report of the Board of Supervisors on production and business activities in 2024; + Report of the Board of Supervisors on the selection of the Auditing Company for 2025; + Proposal of Board of Directors' report on 2025 business plan; + Report on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2024; Proposal on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2025.
17	10h40'-11h15'	Election members of the Board of Directors and Board of Supervisors for the term 2025-2030 + Discuss and approve the Regulations on nomination, candidacy, and election of members of the Board of Directors and Board of Supervisors for the term 2025-2030; + Discuss and approve the list of candidates for election to the Board of Directors and Board of Supervisors for the term 2025-2030; + Elect members of the Board of Directors and Board of Supervisors for the term 2025-2030; + Announcement of election results for members of the Board of Directors and Board of Supervisors for the term 2025-2030.
18	11h15'-11h25'	The Secretary presents the draft Minutes and Resolution. Approval of the Minutes and Resolution of the Meeting.
19	11h25'-11h30'	Closing of the 2025 Annual General Meeting of Shareholders.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung

Hai Phong, March th, 2025



**REGULATION
ORGANIZING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
DAP-VINACHEM JOINT STOCK COMPANY**

Base:

- *Enterprise Law No. 59/2020/ QH14 dated June 17th, 2020;*
- *Law No. 03/2022/ QH15 dated January 11th, 2022;*
- *Charter of Organization and Operation of DAP-Vinachem Joint Stock Company;*
- *Internal regulations on Corporate governance of DAP-Vinachem Joint Stock Company.*

Chapter I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. This Regulations apply to the organization of the 2025 Annual General Meeting of Shareholders (“AGM” or “Meeting”) of DAP-Vinachem Joint Stock Company ("Company").

2. This Regulation specifically stipulates the rights and obligations of shareholders and representatives authorized by shareholders attending the meeting and the members entitled to participate in the meeting, conditions, procedures for conducting the meeting, voting methods to approve the contents under the authority of the General Meeting of Shareholders.

3. Shareholders, authorized representatives of shareholders attending the meeting and members entitled to participate are responsible for complying with the provisions of this Regulation.

Chapter II

**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS,
PARTICIPANTS OF THE GENERAL MEETING OF
SHAREHOLDERS**

Article 2. Rights and obligations of shareholders or authorized representatives attending the General Meeting of Shareholders

1. Conditions for attending the General Meeting of Shareholders: Shareholders or representatives authorized in writing (according to the Company's form) of one or more shareholders whose names are on the Company's shareholder list at the time of closing the list on March 21th, 2025 provided by the Vietnam Securities Depository and Clearing Corporation.

2. Rights of shareholders and authorized representatives of shareholders when attending the Meeting:

a. Discuss and vote on all matters within the authority of the General Meeting of Shareholders according to the agenda of the General Meeting of Shareholders approved in accordance with the provisions of the Enterprise Law and the Company's Charter;

b. In case of being unable to attend the General Meeting of Shareholders, shareholders may authorize another person to attend and vote on matters within their authority. In case the shareholder is an organization with more than one representative appointed, the number of shares authorized for each representative must be specifically determined. This authorization must be made in writing according to the Company's Authorization Form.

c. When registering to attend the Meeting with the Shareholders' Qualification Examination Board, each shareholder or authorized representative of the shareholder shall receive the Meeting documents, Voting Card and Voting Ballot, which clearly state the attendance code, full name of the shareholder and the number of votes of that shareholder.

d. Shareholders or authorized representatives of shareholders who arrive late before the end of the Meeting have the right to register to attend the Meeting immediately and then have the right to participate and vote at the Meeting immediately after registration on issues not yet voted on. The Presidium is not responsible for stopping the Meeting to allow late shareholders to register and the validity of previously voted issues is not affected.

3. Obligations of shareholders and authorized representatives of shareholders when attending the Meeting:

a. Shareholders or authorized representatives of shareholders when attending the General Meeting of Shareholders must bring the original ID card/CCCD or Passport; the original Power of Attorney according to the Company's form with the fresh signatures of the authorizer and the authorized person (with seal if the authorizer is an organization) or the document assigning the representative of state capital, a copy of the Business Registration Certificate (for shareholders being organizations) to present to the Shareholders' Qualification Examination Board when registering to attend the General

Meeting of Shareholders and must complete the registration procedures to attend the Meeting according to regulations.

b. Comply with the provisions of this Regulation.

c. Strictly comply with the regulations at the General Meeting of Shareholders and respect the results of the meeting.

d. Shareholders attending the General Meeting of Shareholders must dress politely and formally.

e. Behave in a civilized and polite manner, do not cause disorder, and do not smoke in the meeting room of the General Meeting of Shareholders. The use of mobile phones must ensure that it does not affect the progress of the General Meeting of Shareholders and surrounding participants.

f. Do not film, take photos or record without the consent of the Presidium during the Meeting.

g. Do not disseminate information in any form until the meeting is concluded, unless permitted by the Meeting's Presidium.

h. When wishing to speak or discuss at the Meeting, shareholders/shareholder representatives must comply with the direction of the Meeting's Presidium. The content of the speech must be brief and concise, avoiding duplication, focusing on the key content that needs to be discussed in accordance with the agenda content approved by the Meeting.

i. Shareholders/authorized representatives of shareholders when entering the meeting room of the General Meeting of Shareholders must sit in the correct position or area as specified by the Organizing Committee.

j. Comply with the direction of the Presidium and the Organizing Committee, do not obstruct, disrupt or cause disorder at the Meeting.

Article 3. Rights and obligations of the Presidium

1. The Presidium consists of a Chairman and 01 member. The Chairman is the Chairman of the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to be the Chairman of the Meeting.

2. The Presidium of the Meeting has the following functions and duties:

a. Appoint a person to act as the meeting Secretary;

b. Conduct the meeting according to the agenda approved by the General Meeting of Shareholders;

c. Guide guests, shareholders and the General Meeting of Shareholders to discuss;

d. Conclude on issues discussed at the meeting, manage through minutes and resolutions of the meeting;

e. Respond to or request the Company's Board of Directors and other personnel in the Company to respond to shareholders' questions related to issues discussed at the Shareholders' Meeting;

f. Resolve any and all issues arising (if any) during the General Meeting of Shareholders;

g. Without consulting the General Meeting of Shareholders, the Presidium may at any time postpone the General Meeting of Shareholders to another time (in accordance with the provisions of the Law on Enterprises, other relevant legal documents and the Company Charter) and at another location decided by the Presidium if it finds that:

- The meeting location does not have enough convenient seating for all attendees;
- The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
- There are people attending the meeting who obstruct, disrupt order, and risk making the meeting impossible conducted fairly and legally.

h. Decision of the Presidium on order, procedures or arising events outside the Agenda shall be final.

i. The Presidium of the Meeting has the rights to:

- Do not respond or only acknowledge shareholders' comments if the comments and recommendations are outside the scope of the meeting;
- Have the right to cut off shareholders' opinions when they speak beyond the prescribed time or their opinions are outside the content of the Meeting's agenda;
- Have the right to request competent authorities to maintain order at the meeting; expel those who show signs of causing disturbance, not complying with the direction of the Presidium, preventing the normal progress of the Meeting; take necessary and reasonable measures to control the meeting in an orderly manner, in accordance with the approved agenda.

j. Other rights and duties as prescribed in the Company Charter.

Article 4. Rights and obligations of the Meeting Secretary, other support departments and guests

1. The Secretary appointed by the Presidium of the meeting shall perform the assigned support tasks of the Presidium. The Secretary has the following duties:

a. Fully and honestly record the entire content of the Meeting and any issues raised. The proposal was approved by the shareholders/shareholders' representatives at the Meeting.

b. Draft the Minutes and draft Resolution of the meeting.

c. Receive and forward to the Presidium questionnaires/registration forms for shareholders/shareholder representatives to express their opinions; receive letters and documents related to the Meeting.

d. Collect, preserve and send to the meeting's Presidium the opinion contribution forms of shareholders/ shareholder representatives at the meeting.

e. Other tasks assigned by the Presidium.

2. Other support departments, guests: participation of other support departments and guests decided by the Chairman of the Board of Directors if necessary.

Article 5. Rights and obligations of the Shareholder's Eligibility Verification Committee

The Shareholder's Eligibility Verification Committee consists of one (01) Head and members the company nominated and introduced to the General Meeting of Shareholders, has the following functions and duties:

a. Check of shareholders' eligibility or authorized representatives attending the General Meeting of Shareholders to ensure that they are eligible to attend the General Meeting of Shareholders in accordance with the provisions of the Notice of Invitation to the 2025 Annual General Meeting of Shareholders and this Regulation;

b. Issued to shareholders or authorized representatives of shareholders attending the General Meeting of Shareholders: Voting cards, ballots and other meeting documents;

c. Report to the General Meeting of Shareholders on the results of the verification of shareholders' eligibility to attend the General Meeting of Shareholders at opening time and before voting, election;

d. Respond to inquiries or identify issues that need to be considered regarding shareholders' eligibility;

e. Review compliance with the conditions for holding the General Meeting of Shareholders according to the Law on Enterprises and the Company Charter;

f. In case a person attending the meeting does not have full eligibility to attend the meeting, The Shareholder's Eligibility Verification Committee has the right to refuse that person's attendance at the meeting, refuse to issue a Voting Card, Voting Ballot and issue meeting documents.

Article 6. Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee consists of one (01) Head and members proposed by the Presidium and approved by the General Meeting of Shareholders at the Meeting. The counting of votes, preparation of minutes and announcement of voting results must be conducted by the Vote Counting Committee on the principles of honesty and accuracy and the Committee must be responsible for such results.

2. The Vote Counting Committee is responsible for:

- a. Introduction/instructions on using Voting Forms and Voting Cards.
- b. Collect/count the Voting Ballots and Voting Cards when the General Meeting of Shareholders votes.
- c. Check and supervise the voting of shareholders and authorized representatives of shareholders.
- d. Conduct vote counting and prepare vote counting minutes.
- e. Report or transfer to the Presidium to announce to the General Meeting of Shareholders the vote counting results.

Chapter III

PROCEDURE FOR CONDUCTING MEETINGS AND VOTING ON RESOLUTIONS ISSUES AT THE GENERAL MEETING OF SHAREHOLDERS

Article 7. Conditions for holding General Meeting of Shareholders

The General Meeting of Shareholders is held when there are a number of shareholders attending the meeting representing over 50% of the total number of voting shares according to the shareholder list established at the time of closing the shareholder list to exercise the right to attend the annual General Meeting of Shareholders of the year 2025.

Article 8. Method of conducting the Meeting

1. The meeting will be conducted in accordance with the agenda approved by the Meeting.
2. The meeting will discuss and approve the contents of the meeting agenda in turn. The 2025 Annual General Meeting of Shareholders shall be held in the form of voting prescribed in this Regulation.
3. The meeting closes after the Meeting Minutes and Meeting Resolution are approved.

Article 9. Rules for voting to approve issues at the meeting:

Voting at the meeting is conducted through two methods: (i) raising the Voting Card; (ii) collecting the Voting Card. Some terms used in the Voting Card and Voting Card are understood and explained as follows:

- **“Delegate”**: is understood as shareholder/authorized representative of shareholder;
- **“Total number of representative shares”**: is understood as the number of voting shares including the number of shares owned by the Delegate and/or authorized by one or more other Delegates;

- “**Abstain**”: is understood as the Delegate having Abstain on the voting content at the meeting agenda as prescribed in Clause 5, Article 146 of the Law on Enterprises.

1. Voting by raising Voting Card

a. Voting contents by raising Voting Card:

+ Approval of the Regulations for organizing the 2025 Annual General Meeting of Shareholders;

+ Through the Vote Counting Committee;

+ Approve the meeting agenda;

+ Approving the Regulations on nomination, candidacy, and election of members of the Board of Directors and Board of Supervisors for the term 2025-2030;

+ Approving the list of candidates for election to the Board of Directors and Board of Supervisors for the term 2025-2030;

+ Approval of the Minutes of the General Meeting of Shareholders;

+ Through the Resolution of the General Meeting of Shareholders.

+ Approve other contents under the authority of the General Meeting of Shareholders in case of not using Voting Card (if any).

b. Voting method

- Each shareholder/shareholder representative attending the Meeting will be given a Voting Card (blue) to vote on the contents in Article 9.1.a above. The voting card clearly states the name of the shareholder/shareholder's representative, the number of shares with voting rights, the delegate code and is stamped with the red seal of DAP-Vinachem Joint Stock Company.

Shareholders/shareholder representatives vote by raising the Voting Card (Approve/Disapprove/Abstain) for each content. For issues voted by raising the Voting Card, shareholders/shareholder representatives raise the Voting Card their opinions when asked by the Chairman. Shareholders' opinions on each voting content by Voting Card are recorded specifically as follows:

+ Under the direction of the Chairman, the shareholders/representatives of the shareholders who approve will raise their voting cards first, followed by the shareholders/representatives of the shareholders who Disapprove or Abstain will raise the Voting Card in turn.

+ In case a shareholder/shareholder's representative does not raise the voting card in all 3 votes of Approval, Disapproval and Abstain on a voting content, it is considered as a vote in approval of that voting content.

+ In case a shareholder/shareholder's representative raises the voting card more than one (01) time for a voting content, it will be considered invalid for that voting content.

- The Vote Counting Committee monitors, records the voting results and reports before the Meeting.

2. Voting by collecting voting ballots

a. Voting contents by collecting voting ballots

- Through Reports and Proposals at the Shareholders' Meeting:

- + Report of the Board of Directors on activities in 2024, orientation for 2025;
- + Report of the Board of Supervisors on production and business activities in 2024;
- + The Company's 2024 financial statements have been audited;
- + Proposal for profit distribution plan for 2024;
- + Board of Directors' report on 2025 business plan;
- + Report on remuneration of the Board of Directors, Board of Supervisors, and Company Secretary in 2024;
- + Report on remuneration of the Board of Directors, Board of Supervisors, and Company Secretary in 2025;
- + Report of the Board of Supervisors on the selection of the Auditing Company for 2025;
- + Report on consideration and approval of additional business lines and amendments and supplements Company Charter;
- Other contents under the authority of the General Meeting of Shareholders.

b. Voting method

- Each shareholder/shareholder representative is issued 01 (one) Voting Card (white), clearly stating the name of the shareholder/shareholder representative, number of shares with voting rights, Delegate code, voting contents and stamped with the seal (red) of DAP-Vinachem Joint Stock Company. Each Voting Card is used for the group of issues recorded specifically received on that Voting Card. Each voting content on the Voting Card has 3 boxes for shareholders/shareholder representatives to choose voting opinions including:

┆ Approve voting box

+ Disapprove voting box

+ Abstain voting box

- When voting on each content, shareholders/shareholder representatives attending the meeting express their voting opinions (Agree or Disagree or Abstain) by marking (x) or (✓) in 01 of 03 voting boxes, signing and clearly stating their full name on the Voting Form to submit to the Vote Counting Committee.

- Invalid voting content is the content that the shareholder/shareholder's representative does not mark any voting box or marks more than one voting box for the same voting content. If a valid voting ballot has one or more invalid voting contents, the remaining valid contents will still be counted in the voting result for that valid content.

- Voting ballots are invalid in the following cases:

- + Voting ballots do not follow the form issued by the Organizing Committee and do not have the seal of DAP-Vinachem Joint Stock Company;

- + The ballot is torn, damaged or has any other symbols written on it;

- + The voting ballot is not signed by the shareholder/shareholder representative attending the meeting and the full name is not clearly stated;

- + Voting ballots are crossed out or modified;

- + The ballot contains all invalid voting contents.

- The submission of the Voting ballot is carried out at the command of the Meeting Chairman.

- In case the shareholder/shareholder's representative requests to exchange the Voting ballot due to being torn, damaged, or accidentally writing additional symbols on the Voting ballot ("Damaged Voting ballot"), if the shareholder/shareholder's representative has not yet put the ballot into the ballot box and the voting period has not expired, they have the right to directly meet the Vote Counting Committee to return the damaged Voting ballot in exchange for a new Voting ballot to ensure the rights of the shareholder. The Ballot Counting Committee collects the damaged Voting ballots and sends them back to the Chairman of the Meeting.

- The Vote Counting Committee is responsible for collecting the Voting Ballots, counting the Voting Ballots, making a record of the voting results and reporting to the Meeting. Any complaints about the voting results will be considered and resolved by the Vote Counting Committee immediately at the Meeting.

- In case a shareholder has registered to attend the Meeting but for important reasons cannot be present until the end of the Meeting, the shareholder must return the Voting ballot with the issues that need to be voted on to the Organizing Committee before leaving.

2. Election:

The election of members of the Board of Directors and Board of Supervisors for the term 2025-2030 is comply with the Regulations on nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors.

Article 10. Discussion of meeting content and answering questions

After the Proposals were completed, the Presidium chaired the discussion session, Receive shareholders' opinions and answer questions according to the following principles and methods:

1. Shareholders attending the General Meeting of Shareholders register their speech content with the Presidium. After being permitted to speak by the Presidium, shareholders shall make a brief speech of no more than 05 minutes, and not to repeat opinions that have been expressed by other shareholders. The Chairman has the right to stop shareholders from speaking if he finds that the proposed issues and discussions overlap and are not related to the content of the meeting agenda . Only opinions that are consistent with the content of the meeting agenda will be recorded in the meeting minutes.

2. The Presidium will only directly answer questions that are central and related to the contents in the meeting agenda.

3. In case the discussion exceeds the time limit of the General Meeting of Shareholders, unanswered questions at the Meeting will be collected by the Secretary and the Presidium may answer or request the Board of Directors to answer in another form in accordance with the provisions of the Company's Charter and the provisions of law.

Article 11. Conditions for resolutions of the General Meeting of Shareholders approval

1. The resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting:

- a. Types of shares and total number of shares of each type;
- b. Change of industry, profession and business field;
- c. Change the company's management structure;
- d. Investment project or sale of assets with value equal to or greater than 35% of total asset value assets recorded in the company's most recent financial statements;
- e. Reorganization and dissolution of the company.

2. Other resolutions are passed when approved by shareholders representing more than 50% of the total votes of all shareholders attending and voting at the meeting, including:

- a. Report of the Board of Directors on activities in 2024, orientation for 2025;
- b. Audited financial statements for 2024;
- c. Proposal for profit distribution in 2024;
- d. Report of the Board of Supervisors on the Company's business activities in 2024;

e. Report on remuneration of the Board of Directors, Board of Supervisors, and Company Secretary in 2024; Proposal on remuneration of the Board of Directors, Board of Supervisors, and Company Secretary in 2025;

g. Report of the Board of Supervisors on the selection of an auditing company for 2025;

h. Report on production and business plan for 2025;

i. Report on consideration and approval of additional business lines and amendments and supplements Company Charter;

1. Results of election of members of the Board of Directors and Board of Supervisors for the term 2025-2030.

3. The election of members of the Board of Directors and the Board of Supervisors for the term 2025-2030 is carried out in accordance with the Regulations on nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors.

Article 12. Minutes of Meeting

1. The content of the meeting proceedings is recorded in the Minutes. The Meeting Chair and the Meeting Secretary are jointly responsible for the accuracy and truthfulness of the Meeting Minutes.

2. Minutes of the Meeting, Report on shareholder's eligibility verification, Minutes of vote counting and other documents recording the proceedings and results of the Meeting are stored at the Company's Head Office.

3. Minutes of the Meeting and Resolutions of the Meeting shall be sent to shareholders within fifteen (15) days from the end of the Meeting or posted on the Company's website.

4. The Meeting Minutes are the basis for issuing the Meeting Resolution.

Article 13. Meeting Resolution

1. Based on the results of the Meeting, the Chairman prepares the Meeting Resolution on the issues approved by the Meeting. The Meeting Resolution is announced before the Meeting and approved by the Meeting before the closing of the Meeting. The Resolution is sent to shareholders within fifteen (15) days from the end of the Meeting or posted on the Company's website.

2. The Meeting Resolution shall take effect from the date of adoption unless another date is specified in the Resolution.

Chapter IV

OTHER PROVISIONS

Article 14. Unsuccessful organization of General Meeting of Shareholders

1. In case the first General Meeting of Shareholders does not meet the conditions for holding the meeting as prescribed in this Regulation, the convening of the second General Meeting of Shareholders must be carried out within 30 (thirty) days from the date of the first General Meeting of Shareholders scheduled to open. The second General Meeting of Shareholders shall be held when the number of shareholders and authorized representatives attending the meeting represents 33% or more of the total number of voting shares.

2. In case the second General Meeting of Shareholders does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the convening of the third General Meeting of Shareholders may be carried out within 20 (twenty) days from the date of the second General Meeting of Shareholders scheduled to open. In this case, the General Meeting of Shareholders shall be held regardless of the number of shareholders or authorized representatives attending the meeting.

Chapter V

EFFECTIVENESS

Article 15. Effectiveness of the Regulations

1. This Regulation consists of five (05) chapters, fifteen (15) articles and takes effect immediately after the General Meeting of Shareholders votes to approve it;

2. The General Meeting of Shareholders decides on amendments and supplements to this Regulation.

3. Any individual who violates this Regulation will be asked to leave the Meeting.

4. This Regulation shall be read before the 2025 Annual General Meeting of Shareholders and shall be voted upon by shareholders. If approved by 50% or more of the total votes of all shareholders attending and voting at the meeting, this Regulation will take effect on all shareholders./.

Recipients:

- Annual General Meeting of Shareholders 2025;
- BOD, BOS;
- Shareholders;
- Save: Office.

**ON BEHAFT OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung



**DAP-VINACHEM JOINT
STOCK COMPANY**

No. 217/BC-HĐQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hai Phong, March 31th, 2025

**REPORT OF THE BOARD OF DIRECTORS
ON ACTIVITIES IN 2024 AND ORIENTATION FOR 2025**

To: The 2025 Annual General Meeting of Shareholders

I. REPORT ACTIVITY IN 2024

1. General situation

In 2024, the Company's production and business situation faced many unpredictable fluctuations, affected by unfavorable factors such as: China's policy of removing fertilizer export quotas from mid-March, causing fertilizer prices to decrease, domestic apatite ore sources not meeting production needs, especially the impact of storm No. 03 (Yagi) which caused property damage as well as greatly affected the Company's production and consumption output in September.

Faced with such a difficult situation, the Board of Directors closely coordinated with the Board of Directors to promptly and consistently implement solutions to gradually overcome difficulties and challenges, especially diversifying the supply of apatite ore from imported sources to help the Company boost production and consumption in the last months of 2024; implementing solutions to reduce damage from storm No. 03, as well as quickly restoring production after the storm. In addition, the Board of Directors directed the expansion of the chemical business (sulfuric acid, ammonia, etc.) to increase revenue and profit from other business activities.

With the efforts, creativity, flexibility, consensus and solidarity between the Board of Directors, the Executive Board and all employees, the Company's production and business results in 2024 have grown very well, especially the pre-tax profit target of VND 211.5 billion, a sharp increase compared to the set plan (up 69% compared to the plan).

2. Activities of the Board of Directors in 2024

2.1. Summary of Board of Directors meetings:

In 2024, the Company's Board of Directors held 09 meetings, all meetings of the Board of Directors convened 100% of the Board members, with a high attendance rate.

Number of meetings attended by Board members as follows:

No.	Board Member	Number of Board of Directors meetings attended	Rate (%)	Reason for not attending the meeting
1	Mr. Nguyen Tuan Dung	09/09	100%	
2	Mr. Vu Van Bang	09/09	100%	
3	Mr. Le Ngoc Nhan	09/09	100%	
4	Mr. Nguyen Van Phien	09/09	100%	
5	Mrs. Nguyen Thi Mai	08/09	89%	

2.2. Resolutions and Decisions of the Board of Directors:

During the year, the Board of Directors issued 20 Resolutions and 77 Decisions related to production and business operations, dividend payments, Board of Directors' personnel, etc. (*Detailed content in the 2024 Report on Corporate Governance published by the Company on January 24th, 2025 at the website: <https://www.dap-vinachem.com.vn>*). The Resolutions and Decisions issued by the Board of Directors all achieved consensus among the members and were in accordance with the Company's Charter and relevant laws.

2.3. Results of the Board of Directors' supervision of the Board of Directors and other executives:

The Board of Directors of the Company continued to focus on directing the promotion of production; maintaining and consolidating the machinery and equipment system; proactively preparing the best raw materials for production, especially apatite ore; increasing consumption; managing the business, reducing costs, reducing the consumption of raw materials; focusing on implementing construction investment projects according to the set plan. In particular, the Board of Directors directed the Board of Directors to closely follow the developments of the domestic and foreign markets to flexibly adjust product prices, promote the production and consumption of DAP products; and implement the chemical business plan.

The Company's production and business activities, cost management plans, product prices and selling prices are always closely directed and monitored by the Board of Directors, with regular meetings held to promptly resolve arising problems, purchase raw materials, repair equipment, invest in construction and other work contents under the authority of the Company's Board of Directors.

The Board of Directors regularly inspects and supervises the Executive Board and other managers in complying with the provisions of law, the Company's Charter, internal management regulations and Resolutions and Decisions of the Board of Directors in the daily operation of the Company; promptly resolves proposals and recommendations of the Executive Board.

2.4. Remuneration of members Board of Directors in 2024:

No.	Name	Position	Remuneration (VND/year)
1	Nguyen Tuan Dung	Chairman of the Board of Directors	108,000,000
2	Vu Van Bang	Member Board of Directors- General Director	90,000,000
3	Le Ngoc Nhan	Member Board of Directors - Deputy General Manager	90,000,000
4	Nguyen Thi Mai	Member Board of Directors	90,000,000
5	Nguyen Van Phien	Member Board of Directors	90,000,000
	Total		468,000,000

2.5. Results of implementing the Resolution of the 2024 Annual General Meeting of Shareholders:

- Industrial production value at actual prices: reached 3,197.5 billion VND, up 1.8% compared to the plan.

- Physical output:

+ DAP production output: reached 238,868 tons, equal to 97.1% of the plan.

+ DAP consumption output: reached 243,647 tons, equal to 96.8% of the plan.

- Total net revenue: reached 3,415.99 billion VND, up 4.5% compared to the plan.

- Profit before tax: reached 211.5 billion VND, increased 69% compared to the plan.

- Dividends in 2024: In 2024, the Company paid 2023 dividends to shareholders of 6%/share in cash; regarding 2024 dividends, the Company plans to submit to the 2025 Annual General Meeting of Shareholders a decision to pay 2024 dividends in cash at a rate of 9%/share (1 share receives 900 VND).

2.6. Contracts or transactions with internal shareholders, related persons, major shareholders in 2024

No.	Name of organization/individual	Relationship with the company	Time of transaction with the company	Resolutions No. approved by the Board of Directors	Content, quantity, total value of transaction	Note
1	The Southern Fertilizer Joint Stock Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	43.625 billion VND	
2	Can Tho fertilizer and chemical joint stock company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	31.227 billion VND	
3	Binh Dien Fertilizer Joint Stock Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	171.817 billion VND	
4	Lam Thao Fertilizers And Chemicals Joint Stock Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	43.417 billion VND	
5	Ninh Binh Phosphate Fertilizer Joint Stock Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	-	
6	Dinh Vu Gypsum Joint Stock Company	Associated companies	year 2024	23/NQ-HĐQT dated December 30 th , 2023	0.218 billion VND	
7	Vietnam Apatit Limited Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	617.295 billion VND	
8	Viet nam institute of industrial chemistry	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	12.213 billion VND	
9	Hanoi Soap Joint Stock Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	-	
10	Chemical industry engineering joint stock company	Company owned by Vietnam National Chemical Group with over 10% charter capital	year 2024	23/NQ-HĐQT dated December 30 th , 2023	2.404 billion VND	
11	Habac Nitrogenous Fertilizer & Chemicals Joint Stock Company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	29.258 billion VND	
12	Ninh Binh nitrogenous fertilizer ltd.company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	5.699 billion VND	
13	South basic Chemicals joint stock company	Subsidiary of Vietnam National Chemical Group	year 2024	23/NQ-HĐQT dated December 30 th , 2023	0.007 billion VND	
14	Vietnam National Chemical Group	Parent company holds 64% of charter capital	year 2024	23/NQ-HĐQT dated December 30 th , 2023	0.931 billion VND	

II. BUSINESS PLAN FOR 2025

Based on the situation of the fertilizer industry in 2025, the Board of Directors sets out the Company's 2025 production and business plan with the following key targets:

- Industrial production value at actual prices 3,189.18 billion VND.
- Total net revenue: reached 3,323.48 billion VND.
- Profit before tax: reached 215.226 billion VND.

To complete the 2025 plan targets, it is necessary to resolutely implement the following solutions:

- The Board of Directors and the Executive Board focus all resources on organizing good production and business, prioritizing the enhancement of corporate governance, thoroughly saving production costs to reduce product prices, ensuring stable operation of machinery and equipment systems, ensuring labor safety and environmental protection.

- Applying science and technology, mechanization and automation to increase labor productivity.

- Continue to expand the chemical business segment.

- Speed up the progress of selecting contractors to construct the projects "In-depth investment in technology, improving the quality of phosphoric acid and producing MAP fertilizer with a capacity of 60,000 tons/year"; "Adding access roads and bridges to the DAP factory port"; and "Construction and renovation of the administrative building". Complete the investment preparation step of the project "Na₂SiF₆ production line".

- Recruit and have preferential policies to attract specialized human resources, enhance human resource training to meet the requirements of production and business and construction investment projects. Regularly care for the material and spiritual life of employees.

Above is a summary report of the Board of Directors' activities on the implementation of the Resolution of the 2024 Annual General Meeting of Shareholders and the 2025 operating plan.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and unanimous approval.

**ON BEHALF BOARD OF DIRECTORS
CHAIRMAN**

Recipient:

- Annual General Meeting of Shareholders 2025;
- Save: Board of Directors, Office.

Nguyen Tuan Dung



No.: 218/BC-DAP

Hai Phong, March 31th, 2025

REPORT

Re: Business results in 2024 and business plan in 2025 of DAP-Vinachem Joint Stock Company

To: The 2024 Annual General Meeting of Shareholders

I. RESULTS OF IMPLEMENTING THE 2024 BUSINESS PLAN

1. Advantages and disadvantages in 2024

- Disadvantages:

+ The domestic supply of apatite ore is always in short supply, not meeting the Company's production needs, especially in the last months of 2024.

+ The impact of storm No. 3 (Yagi) caused property damage as well as affected the Company's production activities in September 2024.

+ The pressure to process and consume stored PG gypsum is very large.

- Advantages:

+ The Company's Board of Directors is always proactive and flexible in production and business activities, closely following fluctuations in the fertilizer market as well as the raw material market, promptly having appropriate solutions to adjust production and business plans each month.

+ The Board of Directors and employees of the Company are united and unanimous in performing well all assigned tasks.

+ Maintenance and repair work is focused on ensuring stable operation of the equipment line.

+ Chemical business activities (sulfuric acid and ammonia) have initially had certain successes.

+ Domestic and world DAP fertilizer prices in 2024 will generally remain stable.

2. Results of implementing some basic production and business targets

No.	Main Indicators	Unit	Plan 2024	Implemented in 2024	Rate (%)	
					Implemented 2024 vs 2023	Implemented 2024 compared to the year plan
I	Output:					
1	DAP production output	Ton	246,000	238,868	99.5	97.1
2	DAP consumption output	Ton	252,000	243,647	98.2	96.7
II	Gross output of industry and financial indicators:					
1	Gross output of industry at actual price	Billion VND	3,141.55	3,197.47	106.9	101.8
2	Total net revenue	Billion VND	3,269.83	3,415.99	105.6	104.5
3	Profit before tax	Billion VND	125.15	211.54	262.7	169.0

3. About consumption

In 2024, the Company will maintain good export and domestic consumption channels. Because the product quality is always stable and meets the requirements of customers, the Company will continue to exploit and expand a number of domestic and foreign partners and customers. Along with that, the Company has flexibly adjusted its price policy as well as consumption structure in the markets at each time, ensuring the goal of maximizing production and business efficiency.

In addition to DAP fertilizer consumption, from the beginning of 2024, the Company began to open many other chemical business directions (sulfuric acid, NH₃ ...) to increase revenue and production and business efficiency.

4. About production

- The Company has maintained stable production, meeting customer demand. In the last months of the year, in the context of a decrease in domestic ore supply that could not meet production requirements, the Company quickly and proactively purchased additional imported ore to mix with domestic ore to increase production output, reduce consumption rates, ensure the quality of exported DAP products and increase production and business efficiency in the last months of 2024.

- The Company pays attention to occupational safety and hygiene, fire prevention and environmental protection and implements them in accordance with legal regulations.

- Raw material consumption standards are equal to or lower than planned.

- Regarding PG gypsum treatment: On December 31, 2024, the Ministry of Science and Technology issued Decision No. 3530/QĐ-BKHCN on promulgating 02 national standards "Phosphorus gypsum mixture as filling material" and "Phosphorus gypsum

mixture as material for road foundations", this is the premise for accelerating consumption and reducing the Company's PG gypsum inventory in the coming years.

5. On construction investment work

The value realized in 2024 is 39,619 billion VND, equal to 77% of the plan. During the year, the Company focuses on accelerating the progress of investment preparation for the following key projects:

- Projects "In-depth investment in technology, improving the quality of phosphoric acid and producing MAP fertilizer with a capacity of 60,000 tons/year"; "Adding access roads and bridges to the DAP factory port"; and "Construction and renovation of administrative buildings": Completed investment transition, approved project approval and contractor selection plan, currently in the process of organizing contractor selection to implement the main packages of the project.

- Project "Residual P_2O_5 recovery line in PG gypsum residue": has signed the contract to construct the main package of the project since the end of 2024, by the end of the first quarter of 2025, the equipment line will be installed and completed and tested.

- Project " Na_2SiF_6 Production Line": The Ministry of Natural Resources and Environment has approved the project's environmental impact assessment report and is currently submitting the project's feasibility study report to the Hai Phong Economic Zone Management Board for appraisal.

In addition, the Company has completed 06/08 new investment items.

II. PLAN 2025

1. Production and business plan

No.	Indicators	Unit	Plan 2025
I	Physical output		
1	DAP production output	Ton	240,000
2	DAP consumption output	Ton	240,000
II	Gross output of industry and financial indicators		
1	Gross output of industry at actual price	Billion VND	3,189.18
2	Total net revenue	Billion VND	3,323.48
3	Profit before tax	Billion VND	215,226

2. Construction Investment Plan

The Company's planned investment value for 2025 is 191.015 billion VND, of which:

- Transitional works (06 items) is: 179.983 billion VND
- New investment (02 items) is: 9.532 billion VND
- Investment preparation (19 items) is: 1.500 billion VND

Company's General Director would like to report the above contents and respectfully submit them to the 2025 Annual General Meeting of Shareholders and the Company's Board of Directors for consideration and decision.

Thank you very much!

Recipient:

- Annual General Meeting of Shareholders 2025;
- Board of Directors;
- Save: Office.

GENERAL DIRECTOR

Vu Van Bang



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hai Phong, March 31th, 2024

PROPOSAL

Re: Review and approval of the Financial Statement audited in 2024

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Charter of Organization and Operation of DAP-Vinachem Joint Stock Company;

Pursuant to Decision No. 250/QD-DAP dated October 20th, 2023 of the Board of Directors of the Company on promulgating the Financial Management Regulations of DAP-Vinachem Joint Stock Company (1st Amendment and Supplement).

Based on the Financial Statement audited in 2024, results business operations in 2024, the Company's Board of Directors submits to the Company's General Meeting of Shareholders for consideration and approval of the Financial Statements audited in 2024 with the following contents:

Total asset value as of 31/12/2024	: 2,237,085,276,773 VND
Debt Payable as of 31/12/2024	: 460,248,306,960 VND
Owners' equity as of 31/12/2024	: 1,776,836,969,813 VND
Debt/ Owners' equity ratio as of 31/12/2024	: 0.26 times < 3.0 times
Total revenue and other income in 2024	: 3,415,992,592,765 VND
Total profit before tax in 2024	: 211,541,355,314 VND
Total profit after tax	: 168,349,285,928 VND
Earnings per share	: 1,152 VND/share

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

Recipient:

- As above;
- Save: Board of Directors, Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung

Attached documents: *Financial statements audited for 2024.*



**DAP-VINACHEM
JOINT STOCK COMPANY**

No.: 220/TTr-DAP

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hai Phong, March 31st, 2024

PROPOSAL
Re: The Company's 2024 profit distribution

To: The 2025 Annual General Meeting of Shareholders

Pursuant to the Charter of Organization and Operation of DAP-Vinachem Joint Stock Company;

Pursuant to the Financial Management Regulations of DAP-Vinachem Joint Stock Company;

Based on the 2024 Financial Statements audited.

The Company's Board of Directors proposes to distribute profits for 2024 as follows:

No.	Indicators	Amount
1	Profit before corporate income tax	211,541,355,314
2	Corporate Income Tax	43,192,069,386
3	Profit after tax (1)-(2)	168,349,285,928
4	Undistributed profit after tax brought forward	21,296,372,885
5	This year's distributed profit	182,445,071,000
	In there:	
	- Investment and development fund: 20%	33,669,857,000
	- Bonus and welfare fund: 10%	16,834,929,000
	- Company Manager Bonus Fund	451,375,000
	- Cash dividend: 9%	131,498,910,000
6	Undistributed earnings	7,190,587,813

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

Recipient:

- As above;
- Save: Board of Directors, Office.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung



Hai Phong, March 20th, 2025

REPORT OF THE SUPERVISORY BOARD

On the business activities of DAP – Vinachem Joint Stock Company in 2024

To: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, effective from January 1th, 2021.

- Pursuant to the functions, tasks and powers of the Board of Supervisors stipulated in the Charter of organization and operation of DAP - VINACHEM Joint Stock Company approved by the General Meeting of Shareholders on April 20th, 2022.

- Based on the audited 2024 Financial Report of DAP – VINACHEM Joint Stock Company and related documents.

The Board of Supervisors reports to the General Meeting of Shareholders some inspection and supervision contents of the Board of Supervisors in 2024 as follows:

I. Activities of the Board of Supervisors in 2024.

- The Board of Supervisors for the 2020 - 2025 term has 03 members approved by the General Meeting of Shareholders of DAP - VINACHEM Joint Stock Company, including:

1. Mr. Ha Trung Kien
2. Mrs. Nguyen Thi Xuan Quyen
3. Mrs. Pham Thi Nhung

The Board of Supervisors met and elected Mr. Ha Trung Kien as Head of the Board of Supervisors and assigned tasks to each member of the Board of Supervisors.

- In 2024, the Board of Supervisors has controlled the Company's production and business activities through reports, records, documents, certificates, etc. and attended most of the meetings of the Company's Board of Directors. The Board of Supervisors has directly given opinions to the Board of Directors and the Executive Board on policies, plans, production and business activities, and disclosed information according to regulations.

II. Results of monitoring the Company's operations and finances

1. Compliance with financial accounting regime: The Company has complied with financial accounting regime as follows:

- Set up accounting documents, open detailed and summary accounting books according to regulations.
- Quarterly, 6-month, and annual financial settlement reports are timely.
- The 2024 financial settlement report has been audited by CPA Vietnam Auditing Company Limited.

2. The Company's management, use of assets and capital preservation.

- **About asset management:** The company has conducted an inventory of fixed assets, materials, finished products, and reconciled debts on December 31, 2024 according to regulations.

- **About debt:**

The customer receivables are as follows:

- + Beginning of the year: 86,359 billion VND.
- + End of year: 104,025 billion VND.

Year-end receivables increased by VND 17,666 billion and this year's receivables are equal to 3.05% of revenue (2023 year-end receivables decreased by VND 286.89 billion and were equal to 2.30% of revenue).

Every year, the Company conducts debt reconciliation on June 30 and December 31. The debt reconciliation ratio achieved in terms of value as of December 31, 2024 is as follows: Accounts receivable: 99.94%, amounts advanced by customers to purchase DAP : 90.31%; Accounts payable: 96.69% and amounts advanced by DAP Company to customers: 98.51%.

For bad debts, the Company has made provisions based on the age of bad debts as prescribed.

+ The bad debt of Hoa Phuong Do Company Limited (VINACROPS) with a debt period of over 3 years, in 2024 the Company recovered 39.5 million VND. The provision amount as of December 31, 2024 decreased to 105.6 million VND.

+ Bad debts of Duc Nguyen Import Export Joint Stock Company from 2 years to less than 3 years are 98 million VND. The amount set aside according to regulations as of December 31, 2024 is 98 million VND.

+ The bad debt of Quang Binh Import-Export Joint Stock Company from 1 year to less than 2 years is 519.76 million VND. The amount set aside according to regulations as of December 31, 2024 is 519.76 million VND.

+ Bad debts of Cat Long Import-Export Joint Stock Company from 1 year to less than 2 years are 653.48 million VND. The amount of provision according to regulations as of December 31, 2024 is 653.48 million VND.

- Investment in Dinh Vu Gypsum Joint Stock Company:

The value of the Company's investment in Dinh Vu Gypsum Joint Stock Company as of December 31, 2024 is VND 5 billion. In which, the 2024 Financial Report issued on January 20, 2025 of Dinh Vu Gypsum Joint Stock Company has not been independently audited.

Profit before tax 2024 is -9.9 billion VND compared to the same period, a profit of 3.5 billion VND; The company made a provision for long-term financial investments of 381.73 million VND. The provision for long-term financial investments in Gypsum Company at December 31, 2024 is 732.08 million VND .

- About capital preservation:

The company's pre-tax profit (audited data) is VND 211.54 billion. Undistributed after-tax profit is VND 168.35 billion. The company preserves its owners' equity as of December 31, 2024.

3. Revenue, expenses and business results in 2024.

After reviewing and examining the Audit Report, the auditor's comments and related documents, the Board of Supervisors agreed with the data and comments of CPA Vietnam Auditing Company Limited on the 2024 Financial Report. Detailed data will be reported by the Board of Directors and the Executive Board at the General Meeting.

III. Results of supervision of the Board of Directors, the General Directors and other managers.

1. Control the Resolutions and Resolutions of the Board of Directors.

- Procedures and order of convening, meeting invitations, meeting minutes, Resolutions, Decisions and documents of the Board of Directors are in accordance with the Law on Enterprises and the Company Charter.

- The Board of Directors has regularly monitored, urged and directed the activities of the Executive Board and other management staff to effectively implement the Resolutions of the General Meeting of Shareholders, the Resolutions of the Board of Directors and other management decisions: Inspecting and supervising the activities of the Board of Directors on the implementation of investment plans, the implementation of technical and economic norms, monthly and quarterly production and business situations, debt collection, etc.

- In 2024 , the Company's Board of Directors revised and issued the following regulations: Internal expenditure regulations ; Material procurement management regulations; Deposit management regulations at credit institutions; Personnel management regulations; Contractor selection regulations in construction repair activities and construction investment activities, etc.

- The Board of Supervisors agrees with the content of the assessment of the performance results in 2024 in the Board of Directors' assessment report on the Company's operations in 2024 .

2. Control the activities of the Board of Directors.

- Implementing the Resolution of the General Meeting of Shareholders, the Resolution of the Board of Directors and the set goals and tasks, the Board of Directors has focused on directing and working with the Company to overcome difficulties: The impact of climate change, saltwater intrusion leading to a reduction in the cultivated area, the ongoing conflict between Russia and Ukraine, fake fertilizers flooding the market, the price of fertilizers in the world market is always fluctuating, the price of raw materials and fuels is always fluctuating such as sulfur, ammonia (lack of Apatite ore) ... Promoting available internal resources, taking advantage of favorable conditions to complete the goals and tasks set by the General Meeting of Shareholders. Specific targets have been stated in the Board of Directors' Assessment Report on all aspects of the Company's situation in 2024 .

- The Board of Directors has well implemented the Board of Directors' direction on a number of goals approved by the General Meeting of Shareholders: Ensuring sufficient capital , raw materials for production and business activities , ...

The Board of Supervisors agrees with the Board of Directors' assessment report on all aspects of the Company's situation in 2024 .

IV. Evaluate the coordination of activities between the Board of Supervisors, the Board of Directors, the CEO and shareholders.

- The Board of Supervisors is regularly invited to attend meetings of the Board of Directors and the Board of Supervisors participated in most meetings of the Board of Directors in 2024. The Board of Supervisors directly gave opinions at the Board of Directors meetings and discussed through documents, reports, and Board of Directors' Opinion Request Forms sent to the Board of Supervisors,...

- The Board of Supervisors regularly coordinates, exchanges and gives opinions to the Board of Directors and the Executive Board on the Company's production and business activities in accordance with the goals and plans approved by the General Meeting of Shareholders, the provisions of law and the Company's Charter.

- Resolutions of the Board of Directors, Resolutions of the General Meeting of Shareholders, Financial Reports are sent fully and promptly to the Board of Supervisors.

- Shareholder opinion:

In 2024 , the Board of Supervisors did not receive any written complaints or denunciations from shareholders.

V. Salary, remuneration and operating expenses of the Board of Supervisors and each member of the Board of Supervisors:

Unit: VND

No.	Name	Position	Salary, remuneration	Note
1	Ha Trung Kien	Head of Board	611,199,000	
2	Nguyen Thi Xuan Quyen	Member	60,954,000	
3	Luong Thanh Trung	Member	11,045,000	Dismissed from April 19 th , 2024
4	Pham Thi Nhung	Member	49,909,000	Additional election from April 19 th , 2024
	Total		733,107,000	

VI. Implementation plan for control in 2025.

- Control the implementation of Resolutions of the General Meeting of Shareholders and Resolutions of the Board of Directors.

- Control debt collection monitoring.

- Control the implementation of import - export - inventory of materials, raw materials, finished product warehouse.

- Control the implementation of regulations on sales mechanisms and product prices.

- Control financial reports for the first 6 months of 2025 and 2025.

VII. Comments and recommendations of the Board of Supervisors.

1. Comments:

- In 2024, the Company still faces many difficulties, challenges and opportunities as the Board of Directors and the Executive Board analyzed in the report. However, the Board of Directors and the Board of General Directors have promoted their existing internal resources, strived to overcome difficulties to complete the assigned tasks . Industrial production value , revenue and profit exceeded the plan while consumption

output and production output have not reached the set plan, but the Company has controlled debt better, customer receivables have decreased to ensure financial safety and effective use of capital.

- Pre-tax profit in 2024 is 211.54 billion VND, equal to 169.03% of the profit plan approved by the General Meeting of Shareholders of 125.15 billion VND, equivalent to an increase in value of 86.39 billion VND. The Board of Directors, the Board of Management and the Company's officers and employees have made great efforts to better manage cash flow, sales debt, raw material consumption norms, cost savings, etc. to reduce costs and increase profits for the Company.

- Short-term payment capacity: $3.86 > 1$ times, ensuring the ability to pay short-term debts due. In 2024, at the end of the year, the amount of inventory within the prescribed limit is equivalent to a value of 413,870 billion VND (In 2023, it is 352,624 billion VND). The company needs to balance production and consumption to ensure reasonable inventory levels, continue to promote sales to reduce inventory time, avoid quality loss, and ensure effective use of capital.

- Liabilities/equity: 0.26 times < 3 times is at a safe level according to regulations.

2. Recommendations.

- The company continues to maintain and pay more attention to market activities, has preferential policies to encourage distributors and agents to increase consumption output. At the same time, actively urge customers to pay debts on time so that long debt periods do not affect the Company's production and business activities.

- The company continues to have solutions to improve product quality, especially DAP 64%, diversify fertilizer products. Reasonable balance between domestic consumption and export, export authorization, search for more direct export customers, to be proactive and increase consumption output, quickly turn over capital and ensure the ability to pay due debts.

- Regularly discuss and work with credit institutions so that when the Company has a need for loans, it will be met promptly, ensuring stable and effective production and business activities.

- Propose that the Company has a labor recruitment policy and completes human resources work according to current regulations in accordance with the actual production and business situation of the Company.

- Propose that the Company continue to edit, supplement and perfect the Company's Rules and Regulations in accordance with current laws.

Above is the 2024 Supervisory Board's Operation Report, the Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval.

We wish you, delegates and shareholders good health and success for the Congress.

Thank you very much!

Recipient:

- As above;
- Save: Board of Supervisors, Office.

**ON BEHLF BOARD OF SUPERVISIORS
HEAD OF THE SUPERVISORS**

Ha Trung Kien

PROPOSAL

Re: Approval of the selection of an auditing company for the 2025 Financial Statements and auditing the first 6-month Financial Statements of 2025

To: GENERAL MEETING OF SHAREHOLDERS

In exercising the powers and responsibilities of the Board of Supervisors as prescribed in the Company Charter and the provisions of the Law, the Board of Supervisors of DAP - VINACHEM Joint Stock Company submits to the General Meeting of Shareholders the list of auditing companies for the 2025 financial statements and reviewing the financial statements for the first 6 months of 2025 of DAP - VINACHEM Joint Stock Company as follows:

I. Criteria for selecting an independent auditing company

1. Is a company legally operating in Vietnam and approved by the Ministry of Finance and the State Securities Commission to audit public interest companies in 2025.
2. Have experience in auditing companies in Vietnam.
3. Have a reputation for audit quality.
4. Have a team of highly qualified and experienced auditors.
5. Meet the requirements of DAP - VINACHEM Joint Stock Company on audit scope and progress.
6. Have a reasonable audit level appropriate to the audit quality based on reviewing the audit fee documents and audit scope.

II. List of Auditing Companies.

Based on the above selection criteria, pursuant to Decree 84/2016/ND-CP dated July 1, 2016 of the Government (On standards and conditions for practicing auditors and auditing organizations approved to audit public interest entities); Decree No. 134/2020/ND-CP dated November 15, 2020 of the Government amending and supplementing Decree 84/2016/ND-CP dated July 1, 2016; Circular No. 183/2013/TT-BTC dated December 4, 2013 of the Ministry of Finance on independent audit of public interest entities and the list of approved auditing companies announced by the Ministry of Finance and the State Securities Commission in 2024, the Board of Supervisors respectfully proposes that the General Meeting of Shareholders consider and approve

the list of auditing companies to be considered for selection as auditing units for the fiscal year 2025 and review the Company's financial statements for the first 6 months of 2025 as follows:

1. AASC Auditing Firm LLC. Address: No. 1, Le Phung Hieu Street, Trang Tien Ward, Hoan Kiem District, Hanoi City. Phone: 024 3824 1990.

2. CPA Vietnam Auditing Company Limited. Address: 8th Floor, VG Building, 235 Nguyen Trai, Thanh Xuan District, Hanoi City. Phone: 024 3783 2121.

3. An Viet Auditing Company Limited . Address: 12th Floor, Building 167, Bui Thi Xuan Street, Nguyen Du Ward, Hai Ba Trung District, Hanoi City. Phone: 024 6278 2904

III. Proposal of the Board of Supervisors.

1. Propose that the General Meeting of Shareholders approve the selection criteria and list of Auditing Companies as stated above.

2. Propose that the General Meeting of Shareholders authorize the Board of Directors to select one of the above-mentioned auditing companies to audit the 2025 Financial Statements and audit the 6-month Financial Statements of 2025.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration, comments and approval of the above proposals.

Thank you very much!

Recipient:

- As above;
- Save: Board of Supervisors, Office.

**ON BEHLF BOARD OF SUPERVISIORS
HEAD OF THE SUPERVISORS**

Ha Trung Klen



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hai Phong, March 31th, 2025

PROPOSAL

Re: Review and approval of the 2025 Production and Business Plan

To: The 2025 Annual General Meeting of Shareholders

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;

Pursuant to the Charter of Organization and Operation of DAP-VINACHEM Joint Stock Company;

Pursuant to Resolution No. 03/NQ-HĐQT dated March 31th, 2025 of the Board of Directors of the DAP-Vinachem Joint Stock Company.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the Plan the Company's 2025 production and business plan with some main indicators as follows:

1. Gross output of industry at actual price: 3,189.18 billion VND.
2. DAP production output: 240,000 tons.
3. DAP consumption output: 240,000 tons.
4. Total net revenue: 3,323.48 billion VND.
5. Profit before tax: 215.226 billion VND.

Propose that the General Meeting of Shareholders authorize the Company's Board of Directors to decide on the 2025 interim dividend level and make interim dividend payments to shareholders in accordance with the Company's production and business results during the year.

Respectfully request the General Meeting of Shareholders to consider and approve.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Recipient:

- As above;
- Save: Board of Directors, Office.

Nguyen Tuan Dung



Hai Phong, March 31th, 2025

REPORT

**Re: Remuneration of the Board of Directors, Board of Supervisors and
Company Secretary in 2024**

To: The 2025 Annual General Meeting of Shareholders

The Board of Directors reports to the 2025 Annual General Meeting of Shareholders on the remuneration of the Chairman of the Board of Directors, members of the Board of Directors, the Board of Supervisors, and the Company Secretary in 2024 as follows after:

No.	Object	Remuneration /month/people	Total amount (VND)	Note
I	Board of Directors		468,000,000	
1	Chairman of the Board	9,000,000 x 12 months	108,000,000	
2	Board Member	7,500,000 x 12 months x 4 people	360,000,000	
II	Board of Supervisors		144,000,000	
1	Head of Supervisory Board	Specialized salary		
2	Board Member	6,000,000 x 12 months x 2 people	144,000,000	
III	Secretary		60,000,000	
	Company Secretary	5,000,000 x 12 months	60,000,000	
	Total		672,000,000	

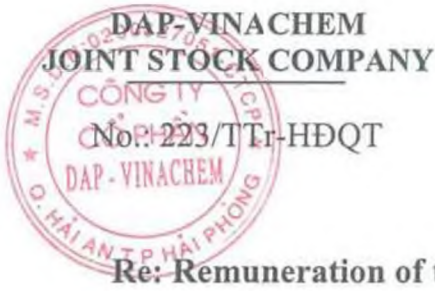
The payment of remuneration to the Board of Directors, Board of Supervisors, and Company Secretary is carried out in accordance with Resolution of the 2024 Annual General Meeting of Shareholders.

Recipient:

- As above;
- Save Board of Directors, Office.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung



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Hai Phong, March 31th, 2025

PROPOSAL

**Re: Remuneration of the Board of Directors, Board of Supervisors and
Company Secretary in 2025**

To: The 2025 Annual General Meeting of Shareholders

Based on the 2025 Production and Business Plan, the Board of Directors respectfully submits to the General Meeting Shareholders, remuneration for members of the Board of Directors, Supervisory Board, and Company Secretary in 2025 is as follows:

No.	Object	No. of people	Remuneration (VND/month)	Number of months of remuneration	Total amount (VND)	Note
1	Chairman of the Board of Directors	01	10,000,000	12	120,000,000	
2	Member of Board of Directors, Head of Supervisory Board	05	8,000,000	12	480,000,000	
3	Member of Board of Supervisors	02	6,000,000	12	144,000,000	
4	Company Secretary	01	6,000,000	12	72,000,000	
	Total				816,000,000	

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and decision./.

Recipient:

- As above;
- Save. Board of Directors, Office.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung



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Hai Phong, March 31th, 2025

PROPOSAL

**Re: Addition of business lines and Amendment and Supplement the Company
Charter of DAP-Vinachem Joint Stock Company**

To: The 2025 Annual General Meeting of Shareholders

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;

Pursuant to the Charter of DAP-Vinachem Joint Stock Company.

Based on the current actual production and business situation of the Company, the Board of Directors of DAP-Vinachem Joint Stock Company submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the following contents:

1. Approval of additional business lines for the Company as follows:

No.	Business lines supplemented	Code	Reason additional
1	Manufacture of cement, lime and plaster	2394	To proactively meet the requirements of production and business activities, reduce the pressure on the storage of PG gypsum residue to bring a better landscape for The company as well as Dinh Vu industrial park Cat Hai, contributing to the implementation of the Company's green growth, circular economy and sustainable development goals in the coming time
2	Manufacture of concrete and articles of concrete, cement and plaster	2395	
3	Manufacture of other non-metallic mineral products not elsewhere classified;	2399	
4	Wholesale of construction materials and other installation supplies	4663	

2. Approval of amendments and supplements to the Company Charter:

Amending and supplementing Clause 1, Article 4 on the Company's business lines in the Charter The Company reflects the addition of business lines in Section 1 above.

3. Authorization and implementation:

The General Meeting of Shareholders authorizes the General Director of DAP-Vinachem Joint Stock Company to complete the procedures for registering additional business lines in accordance with the provisions of the Law.

4. Approve the full text of the Company Charter after being amended. The Company Charter after being amended will be published in detail and fully on the Company website: www.dapdinhvu.com.vn.

5. The amended Company Charter shall take effect immediately upon approval by the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval./.



Recipient:

- As above;
- Save: Office.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung

Attached documents:

Draft of the Company Charter after amendment



THE SOCIALIST REPUBLIC OF VIETNAM
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Hai Phong, April th, 2025

**REGULATIONS
ON NOMINATION, CANDIDATE AND ELECTION OF MEMBERS OF THE
BOARD OF DIRECTORS, BOARD OF SUPERVISORS
DAP-VINACHEM JOINT STOCK COMPANY
TERM 2025-2030**

Base:

- *Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*
- *Charter of Organization and Operation of DAP-Vinachem Joint Stock Company;*
- *Internal regulations on corporate governance of DAP-Vinachem Joint Stock Company.*

The election of members of the Board of Directors (BOD) and the Supervisory Board (BOS) for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders ("AGM" or "Meeting") of DAP-Vinachem Joint Stock Company shall be conducted in accordance with the following provisions:

Article 1. Subjects of regulation and scope of application

1. This regulation applies to the election of members of the Board of Directors and the Supervisory Board of DAP-Vinachem Joint Stock Company for the term 2025-2030 at the 2025 Annual General Meeting of Shareholders.

2. This Regulation applies to all shareholders, valid authorized persons of shareholders owning or representing the ownership of shares of DAP-Vinachem Joint Stock Company according to the list of shareholders as of March 21th, 2025 provided by the Vietnam Securities Depository and Clearing Corporation.

Article 2. General provisions

1. The work of organizing the election of members of the Board of Directors and the Supervisory Board is assigned by the General Meeting of Shareholders to the Vote Counting Committee. The Vote Counting Committee consists of 05 members, approved by the General Meeting of Shareholders.

2. Election organization work includes:

- Announce the regulations for nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the term 2025-2030;
- Discuss and approve the list of candidates for election to the Board of Directors and Supervisory Board for the term 2025-2030;

- Instructions for election, voting, and ballot collection;
- Conduct vote counting;
- Prepare election minutes and announce election results to the General Meeting of Shareholders;
- Together with the meeting chairman, review and resolve complaints and denunciations about candidates as well as election results (if any) and report to the General Meeting of Shareholders for decision.

Article 3. Principles for election of members of the Board of Directors and Board of Supervisors

1. Ensure compliance with the provisions of law, the Charter of Organization and Operation of the Company, ensuring democracy and fairness.
2. The election of members of the Board of Directors and the Supervisory Board is carried out by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and the Supervisory Board. Shareholders have the right to concentrate all or part of their votes total on one or several candidates.

Article 4. Number and term of members of the Board of Directors and Board of Supervisors

- Number of elected members of the Board of Directors: 05 (five) people.
- Number of elected members of the Board of Supervisors: 03 (three) people.
- Term of Board of Directors and Supervisory Board: 05 years (according to term 2025 2030).
- Number of candidates: unlimited.

Article 5. Standards and conditions for becoming a member of the Board of Directors and Supervisory Board

1. Members of the Board of Directors must have the following standards and conditions:
 - Have full civil act capacity, not be subject to prohibition from managing enterprises according to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter;
 - Have professional qualifications and experience in business management of the Company and do not necessarily have to be a shareholder of the Company.
 - A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company but may not concurrently be a member of the Board of Directors of more than 5 other companies.

2. Members of the Board of Supervisors must have the following standards and conditions:

- Have full civil act capacity and not be prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises;
- Supervisory Board must meet the standards and conditions prescribed in the Law on Enterprises and the Company Charter;
- Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business activities of the enterprise;
- Not a family member of the Board of Directors, General Director and other managers;
- Not a manager of the Company; not necessarily a shareholder or employee of the Company;
- Not working in the accounting or finance department of the Company;
- Not a member or employee of the independent auditing company that audited the Company's financial statements in the previous 3 consecutive years.
- Other standards and conditions as prescribed by other relevant laws and the Company Charter.

Article 6. Conditions for nomination and candidacy for members of the Board of Directors and Board of Supervisors

1. Shareholders holding shares with voting rights on the record date for exercising the right to attend the 2025 Annual General Meeting of Shareholders have the right to combine the voting rights of each person to nominate candidates for the Board of Directors and the Board of Supervisors:

- Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares are entitled to nominate one (01) candidate;
- Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares may nominate up to two (02) candidates;
- Shareholders or groups of shareholders holding from 30% to less than 40% of total voting shares may nominate up to three (03) candidates;
- Shareholders or groups of shareholders holding from 40% to less than 50% of total voting shares may nominate up to four (04) candidates;
- Shareholders or groups of shareholders holding from 50% to less than 60% of total voting shares may nominate up to five (05) candidates.
- Shareholders or groups of shareholders holding from 60% to less than 70% of total voting shares may nominate up to six (06) candidates.

- Shareholders or groups of shareholders holding from 70% to less than 80% of total voting shares may nominate up to seven (07) candidates.
- Shareholders or groups of shareholders holding from 80% to less than 90% of total voting shares may nominate up to eight (08) candidates.

2. The above-mentioned group of shareholders must send a notice of the group meeting (with information on the candidates nominated for the Board of Directors and the Supervisory Board, if any) to the Company before the opening date of the General Meeting of Shareholders. The Company will publish the information on the Company's Website for shareholders who have the right to attend the meeting to know upon receiving the notice of the group of shareholders. The proposal of the group of shareholders that does not notify the group meeting as prescribed is considered invalid and will not be considered for addition to the meeting agenda (including candidates nominated for election to the Board of Directors and the Supervisory Board).

Article 7. Nomination and candidacy profile for members of the Board of Directors and Board of Supervisors

The nomination and candidacy profile for members of the Board of Directors and Board of Supervisors includes the following documents:

- Application for nomination and candidacy of candidates for election to the Board of Directors and Supervisory Board (according to form);
- Candidate's CV: self-declared by the candidate, with a photo taken within the last six (06) months, including at least:
 - + Full name, date of birth;
 - + Professional qualifications;
 - + Work process;
 - + Other management positions;
 - + Benefits related to the Company and parties related to the Company;
 - + Full name of the shareholder or group of shareholders nominating that candidate (if any);
 - + Other information (if any).
- Copies of the candidate's ID card/CCCD/Passport, diplomas and certificates;
- Copy of Business Registration Certificate/ID card/Citizen ID card/Passport of the nominating shareholder/group of shareholders;
- In case the nominee is an authorized representative of a shareholder, the Authorization Letter must be submitted (with the shareholder's signature in case the authorized shareholder is an individual; with the legal representative's signature in case the authorized shareholder is an organization), including the authorization contents including: authorization/permission to use the authorized shares to participate in the nomination,

pooling shares with other shareholders to participate in nominating candidates for election to the Board of Directors and Supervisory Board;

- Documents proving/confirming the number of shares owned or authorized to own on the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders;

- Notice and minutes of meeting of the nominating shareholder group (if any);

- Other relevant documents (if any).

Article 8. List of candidates for Board of Directors and Board of Supervisors

1. The list of candidates for the Board of Directors and the Board of Supervisors is prepared based on nominations by shareholders or candidacies of individual shareholders who meet the conditions prescribed by law and the provisions of the Company's Charter. The current Board of Directors of the Company is responsible for receiving the dossiers and lists of candidates, nominees and publishing the personal information of the candidates on the Company's website for shareholders who are entitled to attend the meeting to know.

In case the candidate for the Board of Directors or the Board of Supervisors is eligible for nomination and candidacy at the General Meeting of Shareholders, the candidate for the Board of Directors or the Board of Supervisors with complete and valid documents must be clearly announced and must be approved by the General Meeting of Shareholders before the election.

2. In case the number of candidates for the Board of Directors and the Supervisory Board through nomination and candidacy is still not enough, the current Board of Directors and the Supervisory Board shall nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in the Company's internal regulations on corporate governance. The nomination of candidates for the Board of Directors and the Supervisory Board by the current Board of Directors and the Supervisory Board must be clearly announced and must be approved by the General Meeting of Shareholders before the election.

3. The list of candidates for election to the Board of Directors and the Supervisory Board is presented at the General Meeting of Shareholders and approved by the General Meeting of Shareholders. The list of candidates is arranged in alphabetical order A, B, C by name, with full names written on the ballot.

Article 9. Voting Ballots

1. The election at the General Meeting of Shareholders is conducted through the method of collecting voting ballots. Some terms used in the voting ballots are understood and explained as follows:

- *“Delegate”*: is understood as shareholder/shareholder representative;

- *“Total number of representative shares”*: is understood as the number of voting shares including the number of shares owned by the Delegate and/or authorized by one or more other Delegates;

- *“Total number of votes”*: is understood as the Total number of representative shares multiplied (x) by the number of elected members of the Board of Directors and Board of Supervisors.

2. When receiving the Voting Ballot, the shareholder/shareholder's representative must re-check all information recorded on the Voting Ballot. If there is any error, it must be immediately notified to the Vote Counting Committee.

3. Pink ballots for election of members of the Board of Directors and yellow ballots for members of the Supervisory Board issued by the Company, with the Company's red seal, stating: Name of shareholder/shareholder's representative; Delegate code; Total number of shares represented; Total number of votes for members of the Board of Directors and Supervisory Board; List of candidates for the Board of Directors and Supervisory Board.

Article 10. Method of filling out the ballot

1. Each voting ballot of members of the Board of Directors and Board of Supervisors shall elect a maximum number of members as prescribed in Article 4 of this Regulation.

2. In each ballot for the election of members of the Board of Directors and the Supervisory Board, there are one columns **"Number of votes"**. Delegates conduct the election according to the following instructions:

- Case 1: If the Delegate votes for 01 candidate.

Delegates clearly write the number of votes (up to the total number of votes of the delegate) in the **" Number of votes "** column of that candidate.

- Case 2: If the Delegate votes for multiple candidates.

Delegates clearly write the number of votes (up to the total number of votes of the delegate) in the column **" Number of votes "** of those candidates.

- Case 3: If the Delegate does not vote for any candidate.

Delegates leave blank, **DO NOT WRITE** any symbol in column the **“Number of votes”** of all candidates.

3. Shareholders/shareholders' representatives must sign and print their full name on the Ballot.

Article 11. Election method

1. The casting of the Ballots shall be carried out at the command of the Chairman of the Meeting or the Vote Counting Committee.

2. In case a shareholder/shareholder's representative requests to exchange a ballot due to being torn, damaged, or having incorrect entries (**"damaged ballot"**), if it has not been

put into the ballot box and the voting period has not expired, they have the right to directly meet the Vote Counting Committee to return the damaged ballot in exchange for a new ballot to ensure the rights of the shareholder. The Vote Counting Committee shall collect the damaged ballots and send them back to the Chairman of the Meeting.

Article 12. Valid and Invalid Ballots

1. Valid ballot

A valid ballot is one that meets all of the following criteria:

- The ballot must be printed according to the Company's pre-printed form, with the Company's red seal issued by the Vote Counting Committee, without erasures, scratches, or any other content other than the regulations for the ballot; must have the signature and full name of the attending delegate;
- The ballot paper is filled in the correct manner as prescribed in Article 10 of this Regulations;
- The number of candidates selected shall not exceed the number of elected members as prescribed in Article 4 of this Regulation;
- The total number of votes that the Delegate casts for candidates does not exceed the total number of votes of that Delegate (printed by the Company on the Ballot);
- Not falling under the cases specified in Clause 2, Article 12 of this Regulations.

2. Invalid ballot

- The ballot does not follow the Company's prescribed form or does not have the Company's red seal;
- The ballot is not filled in the correct manner as prescribed in Article 10 of this Regulations;
- The number of candidates selected exceeds the number of elected members as prescribed in Article 4 of this Regulation;
- The total number of votes that the Delegate casts for candidates exceeds the total number of votes of that Delegate (printed by the Company on the Ballot);
- Ballots with additional names outside the list of candidates or with erased/crossed out/erased or other information written on them;
- Ballots are written in pencil or red ink;
- Ballot with candidate's name crossed out;
- Ballots are written in % (percent);
- The ballot is not signed by the shareholder/shareholder's representative and the full name is not clearly stated;
- Submit to the Vote Counting Committee after the voting has ended.

Article 13. Vote counting

1. The Vote Counting Committee shall conduct the vote counting honestly, accurately, completely and shall be responsible to the Chairman of the Meeting and the entire General Meeting of Shareholders. The vote counting must be conducted immediately after the voting ends. The Vote Counting Committee shall compile the vote counting data. The Vote Counting Committee shall not erase or make corrections on the Ballot.

2. The Vote Counting Committee is responsible for making a minute of the vote counting results and announcing the election results to the General Meeting of Shareholders. The minute and all ballots must be sealed and returned to the Chairman of the Meeting.

Article 14. Method of determining the winner

1. The elected candidates are those with the highest number of votes, taken from top to bottom, starting from the candidate with the highest number of votes until the number of elected members is sufficient as prescribed in Article 4 of this Regulations;

2. In case there are 02 or more people who have the same number of votes for the last elected member of the Board of Directors and the Board of Supervisors, the General Meeting of Shareholders shall decide to re-elect those people until there is a difference. The elected person is the person with the higher number of votes.

3. If the first election result does not have enough members of the Board of Directors and the Supervisory Board, a second election must be held among the remaining candidates nominated in the first election. In case the second election still does not have enough members, the General Meeting of Shareholders shall decide whether to continue the election or not, If the General Meeting of Shareholders cannot decide, the Chairman of the Meeting shall decide.

Article 15. Complaints about voting and vote counting

If there are any fraudulent acts or violations of the law or the Company's Charter related to this election, all shareholders/shareholder representatives have the right to question. The Chairman of the Meeting and the Vote Counting Committee are responsible for explaining and clarifying all questions raised by shareholders, are responsible before the General Meeting of Shareholders and are recorded in the Minutes of the Meeting.

Article 16. Effective

This election regulation is read before the General Meeting of Shareholders and votes from all shareholders before implementation. If approved by the General Meeting of Shareholders with a rate of more than 50% of the total number of voting shares of shareholders/representatives of shareholders attending the meeting, this Regulation will take effect immediately.

Above is the entire Regulation on nomination, candidacy, and election of members of the Board of Directors and Supervisory Board for the term 2025-2030 at the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

Recipient:

- Annual General Meeting of Shareholders 2025;
- Board of Directors, Supervisory Board;
- Shareholders of the company;
- Website;
- Note: Secretary.

**ON BEHALF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Tuan Dung



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hai Phong, March 31th, 2025

NOTIFICATION

Re: CANDIDACY, NOMINATION OF CANDIDATES FOR ELECTION TO THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS DAP-VINACHEM JOINT STOCK COMPANY TERM 2025-2030

(Hereinafter referred to as “Notice”)

Dear Shareholders.

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 dated November 26th, 2019;
- Pursuant to the Charter of Company and Internal Regulations on Corporate Governance of DAP-Vinachem Joint Stock Company;
- Pursuant to Resolution No. 03/NQ-HĐQT dated March 31th, 2025 of DAP-Vinachem Joint Stock Company;
- Based on actual situation.

The Board of Directors of the Company respectfully announces the nomination and candidacy of candidates for election to the Board of Directors (BOD) and Board of Supervisors (BOS) of the Company for the term 2025-2030, as follows:

I. Conditions for nomination and candidacy for members of the BOD and BOS and standards and conditions for membership of the BOD and BOS

1. Conditions for nomination and candidacy for members of the BOD and BOS:

Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for election to the BOD and the BOS in accordance with the provisions of the Enterprise Law and the Company Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the BOD and the BOS.

A shareholder or group of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may

nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

2. Candidate standards for BOD and BOS

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

- Have full civil act capacity, not be subject to prohibition from managing enterprises according to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter;

- Have professional qualifications and experience in business management of the Company and not necessarily be a shareholder of the Company;

- A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company but may not concurrently be a member of the Board of Directors of more than 5 other companies.

2. Members of the Board of Supervisors must have the following standards and conditions:

- Have full civil act capacity and not be subject to prohibition on establishment and Business management according to the provisions of the Enterprise Law;

- BOS must meet the standards and conditions prescribed by the Law Enterprise, Company Charter;

- Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business activities of the enterprise;

- Not a relative of a member of the Board of Directors or General Director directors and other managers;

- Not a manager of the Company; not necessarily a shareholder or employee of the Company;

- Not working in the accounting or finance department of the Company;

- Not a member or employee of the Independent Auditing Company Audit the Company's financial statements for the previous 3 years;

- Other standards and conditions as prescribed by other relevant laws and the Company Charter.

II. Nomination and candidacy documents for members of the Board of Directors and Supervisory Board

1. Application for nomination and candidacy for election to the Board of Directors and Board of Supervisors (according to the form);

2. Candidate's CV: self-declared by the candidate, with a photo taken within the last six (06) months;
3. Notarized copies of the candidate's ID card/CCCD/Passport, diplomas and certificates;
4. Notarized copy of Business Registration Certificate/ID card/CCCD/Passport of the nominating shareholder/group of shareholders;
5. In case the nominee is an authorized representative of a shareholder, he/she must submit a Power of Attorney (signed by the shareholder and confirmed by the People's Committee of the ward or commune or a notary public organization in case the authorized shareholder is an individual; signed by the legal representative and stamped with confirmation in case the authorized shareholder is an organization), the authorization contents include: authorization/permission to use the authorized shares to participate in nomination, pooling shares with other shareholders to participate in nominating candidates for election to the Board of Directors and Board of Supervisors;
6. Documents proving/confirming the number of shares owned or authorized to own at the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders;
7. Notice of group meeting for the group of shareholders who meet the conditions to exercise the right to nominate members to the BOD, BOS. Minutes of the meeting of the group of nominating shareholders.
8. Other relevant documents (if any)

Shareholders/groups of shareholders who meet the conditions specified in this Regulation and wish to nominate or candidacy for election to the Board of Directors and Supervisory Board of DAP-Vinachem Joint Stock Company are requested to send the original copy of the Nomination and Candidacy Documents to the Company no **later than 4:00 p.m. on April 17th, 2025**. (Vietnam time) at the address:

DAP-Vinachem Joint Stock Company, address Lot N5.8 Dinh Vu Industrial Zone, Dinh Vu Economic zone, Cat Hai, Dong Hai 2 Ward, Hai An District, Haiphong City.

The profile must clearly state: **"Profile of nomination and candidacy for member of Board of Directors, Supervisory Board"**

Note: Only nomination and candidacy dossiers for members of the Board of Directors and Supervisory Board that meet the requirements and candidates who meet the requirements to be members of the Board of Directors and Supervisory Board will be considered valid and included in the list announced at the General Meeting of Shareholders. Organizations and individuals nominating and candidating candidates for election to the Board of Directors and Supervisory Board, candidates for the Board of Directors and Supervisory Board must be responsible before the law and the General Meeting of Shareholders for the truthfulness and accuracy of the content of the nomination and candidacy dossiers for members of the Board of Directors and Supervisory Board.

DAP-Vinachem Joint Stock Company respectfully announces and requests Shareholders candidacy and nominate for candidates to elect members of the Board of Directors and Board of Supervisors of the Company for the term 2025-2030 according to this Notice./.



Recipients:

- Shareholders of the Company;
- Save: Office.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRPMAN**

Nguyen Tuan Dung



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NOMINATION FORM
MEMBER OF BOARD OF DIRECTORS, SUPERVISORY BOARD
DAP-VINACHEM JOINT STOCK COMPANY

To: Organizing Committee of the 2025 Annual General Meeting of Shareholders

I/We are the shareholder/group of shareholders holding: shares. (In words:..... shares), equivalent to % of the total number of voting shares of DAP-Vinachem Joint Stock Company ("Company") on the record date for shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders, including:

No.	Name	Number Business Registration/ID Card/ CCCD/Household passport, date of issue, place of issue	Address	Number of shares own	Number of shares owned
1	Organization:				
2	Individuals:				
3	Groups of shareholders:...				
	Total				

Pursuant to the Charter of Organization and Operation of DAP-Vinachem Joint Stock Company, Notice on nomination and candidacy of candidates for election to the Board of Directors (BOD), Board of Supervisors ("Board of Supervisors") of the Company and the provisions of current law. After studying the conditions and criteria

related to the nomination of candidates for election to the Board of Directors and Board of Supervisors of DAP-Vinachem Joint Stock Company, I/We hereby nominate the following Mr./Ms. as candidates for the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company elected the following members to the Board of Directors and Supervisory Board of DAP-Vinachem Joint Stock Company:

1. Mr./Ms.:
Date of birth:.....
ID card/CCCD/Passport number:.....date of issue:.....place of issue.....
Address:.....
2. Mr./Ms.:
Date of birth:.....
ID card/CCCD/Passport number:.....date of issue:.....place of issue.....
Address:.....
3. Mr./Ms.:
Date of birth:.....
ID card/CCCD/Passport number:.....date of issue:.....place of issue.....
Address:.....

Attached documents include:

1. Candidate's CV: self-declared by the candidate, with a photo taken within the last six (06) months;
2. Notarized copies of ID card/CCCD/Passport, diplomas and certificates of the candidate;
3. Notarized copy of Business Registration Certificate/ID card/CCCD/Passport of shareholder nominated shareholder/group of shareholders;
4. In case the nominee is an authorized representative of a shareholder Shareholders must submit a Power of Attorney (signed by the shareholder and confirmed by the People's Committee of the ward or commune or a notary public organization in case the authorized shareholder is an individual; signed by the legal representative and stamped with confirmation in case the authorized shareholder is an organization), which includes the authorization contents including: authorization/permission to use the authorized shares to participate in nomination, pooling shares with other shareholders to participate in nominating candidates for election to the Board of Directors and Supervisory Board;
5. Documents proving/confirming the number of shares owned or authorized to own at the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders;

6. Notice of holding a group meeting for a group of shareholders who meet the conditions to exercise the right to nominate members to the Board of Directors and the Supervisory Board. Minutes of the meeting of the proposed group of shareholders send;

7. Other relevant documents (if any).

I/We undertake to:

1. The above candidate(s) meet the conditions and standards prescribed by law and the Company's Charter of Organization and Operation.

2. I/we guarantee to own the full percentage of voting shares of DAP-Vinachem Joint Stock Company on the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders to ensure the legal validity of the right to nominate candidates for members of the Board of Directors and Supervisory Board mentioned above.

Best regards!

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

CONFIRMATION OF SHAREHOLDER/SHAREHOLDER GROUP/NOMINATOR

No.	Full name of individual, name of organization	Signature (for individuals), signed and confirmed by legal representative and stamped (if any) (for organizations)



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APPLICATION

MEMBER OF BOARD OF DIRECTORS, SUPERVISORY BOARD

DAP-VINACHEM JOINT STOCK COMPANY

**To: Organizing Committee of the 2025 Annual General Meeting of
Shareholders DAP-VINACHEM Joint Stock Company.**

Full name of Shareholder:

Date of birth:

Address:

ID card/CCCD/Passport number: Date of issue: Place of issue:.....

I am a shareholder holding: shares (In words: shares), equivalent to % of the total number of voting shares of DAP-Vinachem Joint Stock Company ("Company") on the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders.

Pursuant to the Charter of Organization and Operation of DAP-Vinachem Joint Stock Company, Notice on nomination and candidacy of candidates for election to the Board of Directors (BOD), Board of Supervisors ("Board of Supervisors") of the Company and the provisions of current law. After studying the conditions and criteria related to the nomination of candidates for election to the Board of Directors and Board of Supervisors of DAP Vinachem Joint Stock Company, I would like to nominate myself for the 2025 Annual General Meeting of Shareholders. of DAP-Vinachem Joint Stock Company elected to the Board of Directors and Supervisory Board of the Joint Stock Company DAP-Vinachem:

Attached documents include:

1. Candidate's CV: self-declared by the candidate, with a photo taken within the last six (06) months;
2. Notarized copies of the candidate's ID card/CCCD/Passport, diplomas and certificates;
3. Documents proving/confirming the number of shares owned or authorized to own at the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders;

4. Other relevant documents (if any)

I pledge:

1. I am qualified and meet the criteria to be a member of the Board of Directors and Board of Supervisors of the Company according to the provisions of law and the Charter of organization and operation of the Company.
2. I guarantee to own the full percentage of voting shares of DAP-Vinachem Joint Stock Company on the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders to ensure the legal validity of the right to run for election as a member of the Board of Directors and Supervisory Board mentioned above.
3. If elected, I pledge to strictly comply with current regulations of law and the Company's Charter of Organization and Operation, and fulfill the duties of a member of the Board of Directors and Board of Supervisors of the Company

Best regards!

....., date month year 2025

CANDIDATE

(Sign and print full name)



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**MINUTES OF THE MEETING OF THE GROUP OF
SHAREHOLDERS
NOMINATING MEMBERS OF THE BOARD OF DIRECTORS,
BOARD OF SUPERVISION**

Pursuant to the Charter of Organization and Operation of DAP-Vinachem Joint Stock Company;

Based on the Notice of nomination and candidacy for election member of Board of directors, Board of Supervisors of DAP-Vinachem Joint Stock Company, term 2025 - 2030,

Today, on the date at, we are
shareholders of DAP-Vinachem Joint Stock Company, together holding
..... shares (in words:
..... shares), accounting for
.....% of the total number of voting shares of the Company, whose names are listed
below:

TT	Shareholder name	ID card/CCCD/Passp ort/Business registration	Permanent address	Number of shares owned/repre sented ownership	Sign and print full name
	Total				

After consulting the Company's regulations on nomination and candidacy, we unanimously agree to nominate the following candidate to join the Board of Directors and Supervisory Board of DAP-Vinachem Joint Stock Company at the 2025 Annual General Meeting of Shareholders as follows:

1. Grandparents:
 Date of birth:
 ID card/CCCD/ Passport number: date level: place grant
 Permanent address:
 Education: Major:.....
2. Grandparents :
 Date of birth:
 ID card/CCCD/ Passport number: date level: place grant
 Permanent address :
 Education: Major:.....
3. Grandparents :
 Date of birth:
 ID card/CCCD/ Passport number:date level: place grant
 Permanent address :
 Education: Major:.....

Attached documents :

1. Candidate's CV: self-declared by the candidate, with a photo taken within the last six (06) months;
2. Notarized copies of the candidate's ID card/CCCD/Passport, diplomas and certificates;
3. Notarized copy of Business Registration Certificate/ID card/Citizen ID card/Passport of the nominating shareholder/group of shareholders;
4. In case the nominee is an authorized representative of a shareholder, the Power of Attorney must be attached (signed by the shareholder and confirmed by the People's Committee of the ward or commune or a notary public organization in case the authorized shareholder is an individual; signed by the legal representative and stamped with confirmation in case the authorized shareholder is an organization), including the authorization contents including: authorization/permission to use the authorized shares to participate in the nomination, pooling shares with other shareholders to participate in nominating candidates for election to the Board of Directors , Board of Control.

5. Documents proving/confirming the number of shares owned or authorized to own at the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders ;

6. Notice of holding a group meeting for a group of shareholders who meet the conditions to exercise the right to nominate members to the Board of Directors, Board of Supervisors . Minutes of meeting of nominated shareholder group.

7. Other relevant documents (if any).

At the same time we agree to nominate:

Grandparents):

ID card/CCCD/Passport number:

Date of issue: Place of issue:

Permanent address:.....

Education: Major:

Act as group representative to carry out nomination procedures in accordance with the Regulations on nomination to the Board of Directors, Board of Supervisors of DAP-Vinachem Joint Stock Company .

This record was made at o'clock, date ... / ... / at

We guarantee that the information I provide is true and we are responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content of the attached documents.

..... , *date month year*

SHAREHOLDERS

(group representative nominee)

(Sign and print full name) ⁽¹⁾

⁽¹⁾ For legal entity shareholders :

- Legal representative signs and stamps , or
- to contribute capital (authorized representative), the representative must sign and attach documents appointing the representative as prescribed.

4 x 6 photo

(Latest
photo
sample)

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RESUME



(For candidates/ nominees for additional election as members of the Board of Directors, Supervisory Board,

1. Full name:.....Gender: Male/Female.....
2. Date of birth:.....Place of birth:
3. Nationality:.....
4. ID card/CCCD/Passport number:.....issued on.../.../.....At.....
5. Permanent address:.....
6. Contact phone number:.....Email:.....
7. Educational level::.....
8. Professional qualifications::
9. Current position at DAP-VINACHEM Joint Stock Company (if any):
.....
10. Current positions held at other organizations::.....
.....
.....
11. Number of shares held:....., accounting for.....% of charter capital, of which:
+ Representative (name of organization is State/strategic shareholder/other organization)
owns::.....
+ Individual owner:.....
12. Holding commitments (if any):.....
13. List of related persons of the declarant(*) :

No.	Name of individual/organization	ID card/Passport number (for individuals) or Business registration certificate number, Operating license or equivalent legal documents (for organizations), date of issue, place of issue	Contact address	Number of shares held, ownership ratio on company's charter capital (if any)	Termite relationship

14. Related interests to DAP-Vinachem Joint Stock Company (if any):

15. Conflicting interests with Joint Stock Company ... (if any);

I hereby certify that the above statements are completely true. If they are false, I will take legal responsibility

date ... month ... year 2025

Write

(Sign and print full name)



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PROPOSAL

Re: Confirmation of stock ownership

To: Securities Joint Stock Company.....

Account holder's full name:

ID card number/CCCD/Passport/Business registration number: date of issue:
..... Place of issue:

I/We are the shareholder/group of shareholders holding:
shares. (In words:.....
shares), equivalent to % of the total number of voting shares of
DAP-Vinachem Joint Stock Company ("Company" on the record date of shareholders
exercising the right to attend the 2025 Annual General Meeting of Shareholders,
including:

No.	Name	Number Business Registration/ID Card/ CCCD/Household passport, date of issue, place of issue	Address	Number of shares owned	Number of shares owned
1	Organization:				
2	Individuals:				
3	Groups of shareholders:...				
	Total				

Pursuant to the Charter of Organization and Operation of DAP-Vinachem Joint

Stock Company, Notice on nomination and candidacy of candidates for election to the Board of Directors (BOD), Board of Supervisors ("BKS"), the Company and the provisions of current law. After studying the conditions Regarding the criteria for nominating candidates for election to the Board of Directors and Supervisory Board of DAP-Vinachem Joint Stock Company, I/we hereby nominate the following Mr./Ms. as candidates to be elected to the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company.

1. Mr./Ms.:
 Date of birth:.....
 ID card/CCCD/Passport number:.....date of issue:.....place of issue.....
 Address:.....
2. Mr./Ms.:
 Date of birth:.....
 ID card/CCCD/Passport number:.....date of issue:.....place of issue.....
 Address:.....
3. Mr./Ms.:
 Date of birth:.....
 ID card/CCCD/Passport number:.....date of issue:.....place of issue.....
 Address:.....

Attached documents include:

- Candidate's self-declared resume (with photo taken within the last six (06) months);
- Notarized copies of ID card/CCCD/Passport, diplomas and certificates of candidate;
- Notarized copy of Business Registration Certificate/ID card/CCCD/Passport of shareholder nominated shareholder/group of shareholders;
- Authorization letter (in case the nominee is an authorized representative of the shareholder) (with the shareholder's signature and confirmation of the People's Committee of the ward or commune or a notary public organization in case the authorized shareholder is an individual; with the signature of the shareholder) signature of the legal representative and confirmation stamp in case the authorized shareholder is an organization), including the authorization contents including: authorization/permission to use the authorized shares to participate in nomination, pooling shares with other shareholders to participate in nominating candidates for election to the Board of Directors, Board of Supervisors of the Joint Stock Company DAP-Vinachem;
- Documents proving/confirming the number of shares owned or authorized to own on

the record date of shareholders exercising the right to attend the Annual General Meeting of Shareholders of the year 2025 such as: confirmation with red seal of securities company or confirmation with red seal of custodian bank;

- Other relevant documents (if any).

I/We undertake to:

1. The above candidate(s) meet the conditions and standards prescribed by law and the Company's Charter of Organization and Operation.
2. I/We guarantee to own the full percentage of voting shares of DAP-Vinachem Joint Stock Company on the record date of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders to ensure the legal validity of the right to nominate candidates for members of the Board of Directors and Supervisory Board mentioned above.

Best regards!

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

CONFIRMATION OF SHAREHOLDER/SHAREHOLDER GROUP/NOMINATOR

No.	Full name of individual, name of organization	Signature (for individuals), signed and confirmed by legal representative and stamped (if any) (for organizations)

**DAP-VINACHEM
JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No: /NQ-ĐHĐCĐ

Hai Phong, April 23th, 2025

DRAFT

**RESOLUTION
The 2025 Annual General Meeting of Shareholders**

Base:

- Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Law No. 03/2022/QH15 dated January 11th, 2022;
- Charter of Organization and Operation of DAP-VINACHEM Joint Stock Company;
- Minutes of the Annual General Meeting of Shareholders on April 23th, 2025 of DAP-VINACHEM Joint Stock Company.

**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
DAP-VINACHEM JOINT STOCK COMPANY**

DICISION:

Article 1: The 2025 Annual General Meeting of Shareholders approves the following contents:

1. Approval of the Operation Report of the Board of Directors in 2024 and Operation plan in 2025.
2. Approval of the Company's Financial Statement audited in 2024, with the following main indicators:

No.	Indicators	Unit	2024
1	Total revenue and other income	VND	3,415,992,592,765
2	Profit before tax	VND	211,541,355,314
3	Profit after tax	VND	168,349,285,928
4	Earnings per share	VND/share	1,152

3. Approval of the Proposal about the profit distribution in 2024, with the following main targets:

No.	Indicators	Amount
1	Profit before tax Corporate income	211,541,355,314
2	Corporate Income Tax	43,192,069,386
3	Profit after tax (1)-(2)	168,349,285,928

No.	Indicators	Amount
4	Undistributed profit after tax brought forward	21,296,372,885
5	Undistributed profit after tax	182,445,071,000
	Profit Distribution	
	- Development investment fund: 20%	33,669,857,000
	- Reward and Welfare Fund: 10%	16,834,929,000
	- Executive Board Reward Fund	451,375,000
	- Dividend distribution: 9%	131,498,910,000
6	Undistributed retained earnings	7,190,587,813

4. Approval the Report of the Board of Supervisors on the Company's production and business activities year 2024

5. Approval of the Proposal about manufacturing and business plan in 2025, with the following main targets:

No.	Indicators	Unit	Plan 2025
1	Gross output of industry at actual price	Billion VND	3,189.18
2	DAP production output	Ton	240,000
3	DAP consumption output	Ton	240,000
4	Total net revenue	Billion VND	3,323.48
5	Profit before tax	Billion VND	215.226

The General Meeting of Shareholders authorizes the Company's Board of Directors to decide on the 2025 interim dividend level and make interim dividend payments to shareholders in accordance with the Company's production and business results during the year.

6. Approval of the Report on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2024 and the Proposal on remuneration of the Board of Directors, Board of Supervisors, Company Secretary in 2025:

6.1. Report on remuneration of the Board of Directors, Board of Supervisors, and Company Secretary in the year 2024 as follows:

- Total remuneration of the Board of Directors: 468,000,000 VND.
- Total remuneration of the Board of Supervisors: 144,000,000 VND.
- Total remuneration of the Secretary: 60,000,000 VND.

Details of remuneration of members of the Board of Directors, Board of Supervisors, and Company Secretary are as stated in the Proposal No.222/TTr-DAP dated March 31th, 2025 of the Company's Board of Directors attached.

6.2. Proposal on remuneration of the Board of Directors, Board of Supervisors, and Company Secretary in 2025 as follows:

No.	No.	Object	No. of people	Remuneration (VND/month)	Total amount (VND)
1	Chairman of the Board of Directors	01	10,000,000	12	120,000,000
2	Member of Board of Directors, Head of Supervisory Board	05	8,000,000	12	480,000,000
3	Board Member	02	6,000,000	12	144,000,000
4	Company Secretary	01	6,000,000	12	72,000,000
	Cộng				816,000,000

7. Approval of the Proposal selecting Companies to audit The Financial Statement 2025:

List of Companies considered for selection audit The Financial Statements 2025, including:

- a)- AASC Auditing Firm LLC
- b)- CPA Vietnam Auditing Company Limited
- c)- An Viet Auditing Company Limited.

The General Meeting of Shareholders authorizes the Board of Directors to select one of the above Auditing Companies to audit The Financial Statements 2025. (Including audit the first 6 month of 2025 and the full-year of 2025)

8. Approval of the Proposal to supplement business lines and amend and supplement the Company Charter:

8.1. Additional business lines of the Company:

No.	Business lines supplemented	Code
1	Manufacture of cement, lime and plaster	2394
2	Manufacture of concrete and articles of concrete, cement and plaster	2395
3	Manufacture of other non-metallic mineral products not elsewhere classified;	2399
4	Wholesale of construction materials and other installation supplies	4663

8.2. Amendment and supplement to the Company Charter:

- Approve the Company Charter after amendment and supplement with the contents as in Proposal No.224/TTr-DAP dated March 31th, 2025 of the Board of Directors attached.

- The Company Charter after being amended and supplemented shall take effect immediately upon being voted and approved by the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company.

9. Approval of the election of members of the Board of Directors and Supervisory Board for the term 2025-2030:

9.1- The meeting approved the Regulations on nomination, candidacy and election of members of the Board of Directors, Board of Supervisory term 2025-2030.

9.2- The meeting approved the list of candidates for election of members of the Board of Directors, Board of Supervisory term 2025-2030

9.3- The meeting proceeded to elect members of the Board of Directors and the Board of Supervisory term 2025-2030.

a) Results of the election of members of the Board of Directors:

No.	Full name	Number of votes	Rate (%)
1	Mr./Mrs.

Based on the vote counting results and the Election Regulations approved by the meeting, the following Mr./Mrs was elected as a member of the Company's Board of Directors for the term 2025-2030:

1. Mr./Mrs.....

b) Results of election of members of the Board of Supervisors:

No.	Full name	Number of votes	Rate (%)
1	Mr./Mrs.

Based on the vote counting results and the Election Regulations approved by the meeting, the following Mr./Mrs. was elected as a member of the Company's Board of Supervisors for the term 2025-2030:

1. Mr./Mrs.....

Article 2: Implementation Provisions:

The full text of this Resolution was voted and approved by the 2025 Annual General Meeting of Shareholders of DAP-Vinachem Joint Stock Company at the meeting onh...' on April 23th, 2025 and took effect immediately after the end of the meeting.

Members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Directors and units under the Company are responsible for implementing this Resolution.

Recipient:

- Hanoi Stock Exchange;
- VSDC;
- Vinachem;
- Shareholders;
- BOD, BOS;
- General Director, Deputy General Directors;
- Units under Company;
- Save: Office.

**ON BEHALF GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Nguyen Tuan Dung



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CHARTER

ORGANIZATION AND OPERATION

DAP-VINACHEM JOINT STOCK COMPANY

Hai Phong, April 23th, 2025

INTRODUCTION

This Charter is adopted by Resolution No. Resolution of the General Meeting of Shareholders No. /NQ-ĐHĐCĐ dated April 23th, 2025 of DAP-Vinachem Joint Stock Company.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

a) Charter capital is the total par value of shares sold or registered to be purchased upon establishment of the joint stock company and as prescribed in Article 6 of this Charter;

b) Voting capital is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) Enterprise Law is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

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

d) Vietnam is the Socialist Republic of Vietnam;

e) The date of establishment is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);

g) The business operator is the General Director, Deputy General Director, and Chief Accountant of the Company;

h) Business managers are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and Chief Accountant of the Company;

i) Related persons are individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

k) A shareholder is an individual or organization that owns at least one share of a joint stock company;

l) A founding shareholder is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;

m) Major shareholder is a shareholder specified in Clause 18, Article 4 of the Law on Securities;

n) Term of operation is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

o) The stock exchange is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.

3. The titles (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company

1. Company Name

- Company name written in Vietnamese: CÔNG TY CỔ PHẦN DAP-VINACHEM.

- Company name written in foreign language: DAP-VINACHEM JOINT STOCK COMPANY

- Abbreviated Company Name: DAP COMPANY.

2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.

3. Company's registered office:

- Head office address: Lot N5.8, Dinh Vu Industrial Zone, Dinh Vu Economic zone, Cat Hai, Dong Hai 2 Ward, Hai An District, Haiphong City, Vietnam.


4. Phone, fax, website, logo:

- Phone: 02253.979368

- Fax: 02253.979170

- E-mail: daphaiphong@gmail.com

- Website: www.dapdinhvu.com.vn

- Logo: 

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless the operation is terminated before the deadline specified in Clause 2, Article 55 or the operation is extended according to the provisions in Article 56 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. The Company has 01 legal representative who is the General Director of the Company.

2. The legal representative of a company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, representing the company as a plaintiff, defendant, or person with related rights and obligations before the Arbitration and Court. The responsibilities of the legal representative are implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws.

3. The legal representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

4. In case the authorization expires and the company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the company's legal representative within the scope of authorization until the company's legal representative returns to work, or until the Board of Directors decides to appoint another person to replace him/her.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace him/her.

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

Article 4. Company's operational objectives

1. The Company's business lines are:

- Production of fertilizers and nitrogen compounds;
- Basic chemical production;
- Electricity generation; electricity transmission and distribution (including electricity sales);
- Repair of machinery and equipment;
- Repair electrical equipment;
- Installation of industrial machinery and equipment;
- Other specialized wholesale not elsewhere classified. Details: Wholesale of fertilizers, nitrogen compounds and basic chemicals (excluding pesticides and pesticides);
- Real estate business, land use rights owned, user or lessee. Details: Warehouse rental;

- Other support services related to transportation. Details: Port fee collection.
- Road freight transport;
- Construction of non-residential buildings;
- Construction of road works;
- Construction of electrical works;
- Construction of water supply and drainage works;
- Demolition;
- Site preparation;
- Completion of construction works;
- Other specialized construction activities;
- Manufacture of cement, lime and plaster;
- Manufacture of concrete and articles of concrete, cement and plaster;
- Manufacture of other non-metallic mineral products not elsewhere classified;
- Wholesale of construction materials and other installation supplies.

2. Company's operational objectives:

- Preserve and develop shareholders' investment capital;

- Ensure harmony of interests of the State, Company, shareholders and employees;

- Build and develop the Company's brand into a strong brand, affirming its position in the domestic and foreign markets, while simultaneously expanding and developing other areas of operation in which the Company has advantages, creating a foundation for stable, long-term and solid development.

- Contribute significantly to improving the efficiency and competitiveness of enterprises, creating strong motivation and dynamic management mechanism for the Company.

- Mobilize capital from organizations and individuals to continuously invest in technological innovation and business development.

- Gradually expand the market, promote business activities, create jobs and income for workers, ensure the legitimate rights of shareholders, and fulfill obligations to the State.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Information Portal. In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is: **1.461.099.000.000 VND** (*in words: One thousand four hundred sixty one billion ninety nine million VND*)

The total charter capital of the Company is divided into 146.109.900 (*One hundred forty-six million one hundred and nine thousand nine hundred*) shares with a par value of VND 10.000/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others with conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the law on securities.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Stock certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legal rights and interests of the owner to a portion of the issuing organization's equity. Shares must have full contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within thirty (30) days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan or other period as prescribed by the issuance terms, the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

a) Information about shares that have been lost, damaged or destroyed in any other way;

b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.

2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

Article 10. Revocation of shares (in case of business registration)

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.

2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be revoked.

3. The Board of Directors has the right to revoke the shares that have not been paid in full and on time in case the requirements in the above notice are not implemented.

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide on compulsory payment of the entire value of shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, administration and control

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders.
2. Board of Directors, Board of Supervisors
3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Common shareholders have the following rights:
 - a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote;
 - b) Receive dividends at the level decided by the General Meeting of Shareholders;
 - c) Priority in purchasing new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
 - d) Freely transfer his/her shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
 - e) Review, look up, extract or photocopy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;
 - g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;

l) To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

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

2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:

a) Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.

2. The capital contributed in the form of common shares shall not be withdrawn from the Company in any form, except in the case where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and Internal Management Regulations.

4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:

- a) Attend and vote/elect directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote/elect at the meeting;
- c) Attend and vote/elect via online conference, electronic voting or other electronic form;
- d) Send voting/election ballots to the meeting via mail, fax, email;
- d) Send ballots/elections by other means as prescribed by law.

7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:

- a) Violation of the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off debts that are not due before financial risks to the Company.
8. Fulfill other obligations as prescribed by current laws.

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the Chairman attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization

is responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary meeting of the 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 and Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

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

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in 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 order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening

and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing a meeting of the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the Company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors and Supervisors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial reports;
- g) Decision to buy back more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- l) Approve/Amend and supplement the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;
- m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors and General Director;
- d) Self-assessment report on performance of the Board of Supervisors and Supervisors;
- e) Dividend level for each share of each type;
- g) Number of members of the Board of Directors and Board of Supervisors;
- h) Elect, dismiss, remove members of the Board of Directors and Supervisors;
- i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;
- k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;
- l) Supplement and amend the Company Charter;
- m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decision to invest or sell assets with a value of 35% or more total asset value or more recorded in the Company's most recent Financial Statement;
- q) Decision to buy back more than 10% of total sold shares of each type;
- r) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total value of the Company's assets recorded in the most recent financial report;

s) Approve the transactions specified 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;

t) Approve/Amend and supplement the internal regulations on corporate governance, regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;

u) Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. An individual shareholder may only authorize 01 other individual or organization to act as an authorized representative. An organization that is a shareholder of a Company that owns at least 10% of the total number of common shares may authorize a maximum of 05 authorized representatives.

2. Shareholders and authorized representatives of institutional shareholders may directly attend the meeting or authorize other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific ratios:

a) For individual shareholders, only 01 individual or 01 other organization may be authorized to attend the meeting;

b) In case a shareholder is an organization that owns less than 10% of the total number of common shares, it has the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders, and from 10% or more of the total number of common shares, it has the right to authorize a maximum of five (05) people to attend the meeting. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined. In case the owner, member, or shareholder of the company does not determine the capital contribution and the corresponding number of shares for each authorized representative, the capital contribution and the number of shares will be divided equally among the number of authorized representatives.

3. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the individual, the legal representative, the number of

authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

4. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization remains valid unless one of the following cases occurs:

- a) The authorized person is dead, has limited civil act capacity or has lost civil act capacity;
- b) The principal has revoked the authorization;
- c) The principal has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders/shareholder representatives attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not

enough shareholders/shareholder representatives as stated above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of shareholders/shareholder representatives required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided for in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the conference program and content;

c) Prepare documents for the congress;

d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

d) Determine the time and place of the congress;

e) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks serving the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;

c) Voting/election ballot;

d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have 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 at least 07 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

a) The petition is sent in violation of the provisions in Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes/election ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the Chairman.

The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote/elect at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted/elected remains unchanged.

2. The election of the Chairman, Secretary, Shareholder Qualification Inspection Committee/Shareholder Representative and Vote Counting Committee is regulated as follows:

a) The Chairman of the Board of Directors shall act as Chairman or authorize another member of the Board of Directors to act as Chairman of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as Chairman of the meeting according to the majority principle. In case no one can be elected as Chairman, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the Chairman of the meeting from among the attendees and the person with the highest number of votes shall act as Chairman of the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;

c) The Chairman appoints one or more people to act as meeting secretaries; the Shareholder Qualification Examination Committee serves the meeting;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the Chairman of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstaining. The vote counting results are announced by the Chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The convener or Chairman of the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other reasonable, legal security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are people attending the meeting who obstruct or disrupt order, and risk making the meeting not be conducted fairly and legally.

9. In case the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes 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 industry, profession and business field;
- c) Change the Company's management structure;
- d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
- d) Reorganize and dissolve the Company.

2. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes 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. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out 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 elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the Company's election regulations.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and

procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders. Written opinions from shareholders may not be obtained in the cases specified in Clause 2, Article 147 of the Law on Enterprises, specifically:

- a) Amend and supplement the contents of the Company Charter;
- b) Company development orientation;
- c) Type of shares and total number of shares of each type;
- d) Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except in cases where the Company Charter stipulates a different ratio or value;
- e) Approval of annual financial reports;
- g) Reorganization and dissolution of the company.

2. The Board of Directors must prepare the opinion ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 15 days before the deadline for returning the opinion ballot. The requirements and method of sending the opinion ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the

individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues requiring consultation to pass a decision;

d) Voting options include approval, disapproval and no opinion on each issue for which opinions are sought;

e) Deadline for returning completed opinion forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

a) In case of sending a letter, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

a) Name, head office address, business registration number;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes participated in voting, distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;

d) Total number of votes in favor, against and abstentions on each issue;

d) The issue passed and the corresponding percentage of votes passed;

e) 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, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minutes of vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of vote counting.

7. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

8. A resolution is passed by way of obtaining written opinions from shareholders if it is approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Shareholders' Meeting

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:

- a) Name, head office address, business registration number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the Chairman and Secretary;
- d) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
- h) Total number of votes for each candidate (if any);
- i) Issues passed and corresponding percentage of votes passed;

k) Full name and signature of the Chairman and Secretary. In case the Chairman and Secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairman and Secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Article 24. Request to cancel Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, 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 so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed 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 Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);
- d) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company Charter;
- g) The company must be responsible for disclosing information about the companies in which the candidate is holding the position of 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).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors.

A shareholder or group of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions

of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 05 people.

2. The term of office 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 a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

3. The composition of the Board of Directors is as follows:

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

After the Company is listed, the total number of independent members of the Board of Directors must ensure the following regulations:

a) There must be at least 01 independent member in case the company has from 03 to 05 members on the Board of Directors;

b) There must be at least 02 independent members in case the company has from 06 to 08 members on the Board of Directors;

c) There must be at least 03 independent members in case the company has from 09 to 11 members on the Board of Directors.

4. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, 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 Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of

Shareholders at other companies, decide on remuneration and other benefits of such persons;

k) Supervise and direct the General Director and other managers in the daily operation of the Company;

l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

p) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

q) Decision to promulgate 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 and other managers in the company to provide information and documents on the financial situation and business activities of the company and of units within the company.

The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members. The order and procedures for requesting and providing information are specifically regulated in the Board of Directors' Operating Regulations.

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the Board of Directors' performance in accordance with current laws.

Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based 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 according to the provisions of the law on corporate income tax, 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.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) Develop programs and plans for the Board of Directors' activities;
- b) Prepare agenda, content, and documents for meetings; convene, chair, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the 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 case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) Requested by at least 02 members of the Board of Directors.

4. The proposal specified 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 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other means and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Send ballots by other means as prescribed by law.

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote for them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and regulations in the Company Charter and Internal Regulations on corporate governance.

Article 32. Person in charge of corporate governance, Company Secretary

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance 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 must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. 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 in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;

c) Advice on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

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

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

h) Be the point of contact with stakeholders;

i) Keep information confidential in accordance with the provisions of law and the Company's Charter;

k) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 34. Company Executives

1. The Company's executives include the General Director, Deputy General Directors, and Chief Accountant.

2. Upon the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its objectives in operations and organization.

3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.

4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, 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.

Article 35. Appointment, dismissal, rights and obligations of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.

2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and this Charter.

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

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

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

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

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

d) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Labor recruitment;

h) Proposing plans to pay dividends or handle business losses;

i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him.

IX. BOARD OF SUPERVISION

Article 36. Candidacy and nomination of Controllers

1. The nomination and candidacy of members of the Board of Supervisors is carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of the Company Charter, specifically as follows:

Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with

the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.

Article 37. Composition of the Board of Supervisors

1. The number of Supervisors of the Company is three (03) people. The term of office of a Supervisor shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.

2. Controllers must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and not fall into the following cases:

- a) Work in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing company that audits the company's financial statements for the previous 3 consecutive years.

3. The controller shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a Controller as prescribed in Clause 2 of this Article;
- b) Have a resignation letter and it is accepted;
- c) Other cases as prescribed by law and this Charter.

4. The Controller shall be dismissed in the following cases:

- a) Failure to complete assigned tasks and work;
- b) Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a Controller as prescribed by the Law on Enterprises and this Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors:

economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convene the Board of Supervisors meeting;
- b) Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.
- 2. Be responsible to shareholders for its monitoring activities.
- 3. Monitor the Company's financial situation and compliance with the law in the activities of Board of Directors members, General Director, and other managers.
- 4. Ensure coordination of activities with the Board of Directors and General Director and shareholders.
- 5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.
- 6. Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval.
- 7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.
- 8. Have the right to access the Company's records and documents kept at the 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 to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.

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

Article 40. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member 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 approved auditing organizations to attend and answer questions that need clarification.

Article 41. Salary, remuneration, bonus and other benefits of Controllers

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

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Supervisory Board shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER MANAGERS

Members of the Board of Directors, Supervisors, General Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 42. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above 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 the securities law on information disclosure.

4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out 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 individuals and organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been reported to the Board of Directors and

approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

c) Contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, Supervisors, General Directors and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Supervisor, General Director, other executive, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and carefully for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. Compensation costs include judgment costs, fines, and payments actually incurred (including attorneys' fees) or deemed reasonable in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 44. Right to look up books and records

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, Supervisors, General Director and other executives have the right to look up the Company's shareholder register, 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 must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving 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 prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with

best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings. Dividend payment to shareholders is based on the proposal of the Company's Board of Directors, according to the following principles:

a) Set aside the Bonus Fund and Welfare Fund according to the law, not exceeding 10% of the Company's after-tax profit arising during the year.

b) The establishment and use of the Management and Executive Board Bonus Fund and other Funds in accordance with the provisions of law are consistent with the Company's production and business efficiency and investment and development needs.

2. The Company does not pay interest on dividends or payments relating to a class of shares.

3. The Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the Company's profitability based on the authorization of the General Meeting of Shareholders.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

7. Other issues related to profit distribution are carried out in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign bank branches permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year.

Article 49. Accounting regime

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

Article 50. Annual, semi-annual and quarterly financial reports

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 publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.

3. The Company must prepare and publish audited semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 51. Annual report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

XV. COMPANY AUDIT

Article 52. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

XVI. COMPANY SEAL

Article 53. Company Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).

3. The Board of Directors and General Director use and manage the seal in accordance with current laws.

XVII. DISSOLUTION OF COMPANY

Article 54. Dissolution of the company

1. The Company may be dissolved or terminated in the following cases:
 - a) The term of operation stated in the Company Charter ends without a decision to extend (if any);
 - b) According to resolutions and decisions of the General Meeting of Shareholders;
 - c) The Business Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 55. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The term of operation is extended when the number of shareholders representing 65% or more of the total votes of all shareholders attending the General Meeting of Shareholders agrees.

Article 56. Liquidation

1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
- c) Tax debt;
- d) Other debts of the Company;
- d) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

XVIII. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of internal disputes

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Board of Supervisors, General Director or other executives.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 07 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

XIX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

XX. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 20 sections and 59 articles, unanimously approved by the General Meeting of Shareholders of DAP-Vinachem Joint Stock Company on April 23th, 2025 at the Company's Head Office and jointly approved the full validity of this Charter.

2. The Charter is made in 10 copies, of equal value and must be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**

Vu Van Bang