

**TỔNG CÔNG TY CHĂN NUÔI  
VIỆT NAM – CTCP**

**VIETNAM LIVESTOCK  
CORPORATION - JSC**

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Số: 07/2026/VLC/CV-CBTT

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc**

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

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Hà Nội, ngày 27 tháng 03 năm 2026  
Hanoi, March 27<sup>th</sup> 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG  
EXTRAORDINARY INFORMATION DISCLOSURE**

**Kính gửi:** - Ủy Ban Chứng Khoán Nhà nước  
- Sở Giao dịch Chứng khoán Hà Nội  
**To:** - Sate Securities Commission of Vietnam  
- Hanoi Stock Exchange

1. Tên tổ chức/ *Name of organization*: **TỔNG CÔNG TY CHĂN NUÔI VIỆT NAM - CTCP**

- Mã chứng khoán/ *Stock code*: VLC

- Địa chỉ/ *Address*: 519 Minh Khai, Phường Vĩnh Tuy, Hà Nội.

- Điện thoại liên hệ/ *Tel*: 024.3862 1688

- E-mail: [ir@vilico.vn](mailto:ir@vilico.vn)

2. Nội dung thông tin công bố/ *Contents of disclosure* :

Nghị quyết HĐQT số 05/2026/VLC/NQ-HĐQT ngày 27/03/2026 thông qua tài liệu họp Đại hội đồng cổ đông thường niên năm 2026

*Resolution No. 05/2026/VLC/NQ-HĐQT on March 27th, 2026, Annual General Meeting of Shareholders 2026 documents*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 27/03/2026 tại đường dẫn <https://www.vilico.vn/> mục Thông tin cổ đông/ *This information was published on the company's website on 27/03/2026 (date), as in the link <https://www.vilico.vn/> shareholder information section.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Đại diện Tổng Công ty  
Chăn nuôi Việt Nam – CTCP  
Vietnam Livestock Corporation - JSC  
representative**

Người UQ CBTT



**TỔNG CÔNG TY CHĂN NUÔI  
VIỆT NAM – CTCP  
VIETNAM LIVESTOCK  
CORPORATION - JSC**

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Số/No.: 05/2026/VLC/NQ-HĐQT

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

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Hà Nội, ngày 27 tháng 03 năm 2026  
Hanoi, day 27 month 03 year 2026

## **NGHỊ QUYẾT/RESOLUTION**

*V/v: Thông qua tài liệu họp Đại hội đồng cổ đông thường niên năm 2026*

*Re: Approval of Meeting Materials of the 2026 Annual General Meeting of Shareholders*

### **Căn cứ/Pursuant to:**

- Luật Doanh nghiệp số 59/2020/QH14;  
*Enterprise Law No.59/2020/QH14;*
- Luật Sửa đổi, bổ sung một số điều của Luật Doanh nghiệp số 76/2025/QH15;  
*Law on Amendments to Law on Enterprises No. 76/2025/QH15;*
- Điều lệ tổ chức và hoạt động của Tổng Công Ty Chăn nuôi Việt Nam – CTCP;  
*The Charter of Vietnam Livestock Corporation – JSC ("The company");*
- Chức năng, nhiệm vụ của Hội đồng quản trị;  
*Functions and duties of the Board of Directors;*
- Biên bản kiểm phiếu lấy ý kiến bằng văn bản cùng ngày.  
*The minutes of the vote by written opinion on the same day.*

**HỘI ĐỒNG QUẢN TRỊ  
BOARD OF DIRECTORS  
TỔNG CÔNG TY CHĂN NUÔI VIỆT NAM – CTCP  
OF VIETNAM LIVESTOCK CORPORATION - JSC**

### **QUYẾT NGHỊ/DECIDES:**

**Điều 1:** Thông qua Bộ tài liệu họp Đại hội đồng cổ đông thường niên năm 2025 (“ĐHĐCĐ”) của Công ty bao gồm các tài liệu sau:

**Article 1:** Approval of the meeting document for the 2026 Annual General Meeting of Shareholders (“AGM”) of the Company, which includes the following materials.

1. Báo cáo của Hội đồng quản trị cho năm 2025;  
*The report of the Board of Directors for 2025;*
2. Báo cáo của Ban kiểm soát cho năm 2025;  
*The report of the Board of Supervisors for 2025;*
3. Báo cáo tài chính năm 2025 được kiểm toán;  
*The audited 2025 Financial Statements;*
4. Phân phối lợi nhuận năm 2025;  
*The profit distribution for 2025;*



5. Chuyển nguồn quỹ đầu tư phát triển về lợi nhuận chưa phân phối;  
*Transfer the Development Investment Fund to Retained Earnings;*
6. Kế hoạch doanh thu, lợi nhuận hợp nhất năm 2026;  
*The revenue and profit guidance for 2026;*
7. Lựa chọn đơn vị kiểm toán độc lập cho năm tài chính 2026;  
*The selection of an independent auditors for fiscal year 2026;*
8. Thù lao của HĐQT và BKS năm 2026;  
*The remuneration of the BOD and BOS for 2026;*
9. Sửa đổi Điều lệ công ty;  
*The Amendment of Company Charter;*
10. Sửa đổi Quy chế nội bộ về quản trị công ty;  
*The Amendment of Internal Regulations on Corporate Governance;*
11. Báo cáo thực hiện và phê duyệt giá trị chuyển nhượng Dự án Tam Đào cho Công ty TNHH Chăn nuôi Việt Nhật;  
*Report on the implementation and approval of the transfer value of the Tam Dao Project to Japan Vietnam Livestock Company Limited;*
12. Thông báo mời họp ĐHĐCĐ thường niên năm 2026;  
*Notice of invitation to the 2026 Annual General Meeting of Shareholders;*
13. Quy chế tổ chức ĐHĐCĐ thường niên năm 2026;  
*Regulations on the organization of the 2026 Annual General Meeting of Shareholders;*
14. Dự thảo Nghị quyết ĐHĐCĐ thường niên năm 2026.  
*Draft Resolution of the 2026 Annual General Meeting of Shareholders.*

**Điều 2:** Nghị quyết này có hiệu lực kể từ ngày ký. Hội đồng quản trị, Tổng Giám đốc, các phòng ban và cá nhân có liên quan chịu trách nhiệm thi hành Nghị quyết này./.

**Article 2:** This Resolution takes effect from the date of signing. The Board of Directors, General Director, relevant departments and individuals are responsible for implementing this Resolution./.

Nơi nhận/Receipt:

- HĐQT, BKS/BOD, IC;
- Các phòng, ban thuộc Công Ty/Departments of Company;
- Lưu VP/saved at Office.

T/M HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH

ON BEHALF OF

THE BOARD OF DIRECTORS

CHĂN NUÔI CHAIRWOMAN

CTCP



MAI KIỀU LIÊN





**VIETNAM LIVESTOCK CORPORATION - JSC**

Head Quarter: No. 519, Minh Khai Street, Vinh Tuy Ward, Hanoi City, Vietnam

Business Registration No.: 0100104443 issued on 30<sup>th</sup> June 2010, 13<sup>th</sup> change registration on 04<sup>th</sup> September 2025.

**INVITATION LETTER  
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

**To: RESPECTED SHAREHOLDERS**

The Board of Directors of Vietnam Livestock Corporation - JSC ("Vilico" or the "Company") would like to invite our respected shareholders with the following information to attend the 2026 Annual General Meeting of Shareholders (the "AGM") of Vilico:

Name of Shareholder : (Bold and big font size)  
Address : (Bold and big font size)  
Telephone number : (Bold and big font size)  
Custodian Code (issued by Vietnam Securities Depository):

**Information of the 2026 Annual General Meeting of Shareholders of Vilico is specified as follows:**

- Time of meeting:** on 20<sup>th</sup> April 2026, the meeting is scheduled to begin at 1:30 PM (Vietnam time).
- Form of meeting: ONLINE MEETING.** Shareholders are kindly requested to access the Online meeting system at the following address: <https://agm.vilico.vn> or scan QR Code below to attend the meeting.
- Meeting agenda:** Discussion of issues within the decision-making authority of the AGM as mentioned in the meeting's documents.
- Meeting's documents:** Documents used for the AGM shall be published on the website of the Company at the following address: <https://www.vilico.vn/dai-hoi-co-dong/> (no later than 27<sup>th</sup> March 2026). In addition, in order to support respected shareholders in registering for attendance and voting at the online meeting, the Company will also provide guidelines on the registration and voting procedures for the online meeting at the Company's website as mentioned above.
- Shareholder or group of shareholders holding at least five (05) percent of the total ordinary shares of the Company may propose issues to be included in or comment on the agenda of the AGM. Proposals and comment shall be made in writing and sent to Vilico no later than seven (7) working days prior to the opening date of the meeting.
- Proxy to attend the AGM:** In case a shareholder cannot attend the meeting and wish to authorize another organization/individual(s) to attend the meeting on their behalf, please send a valid Power of Attorney to the Company and ensure that the Company receives it no later than 17<sup>th</sup> April 2026 by one of the following methods: (1) by post/guaranteed delivery services to the mailing address mentioned in Item 7 below or (2) by email to the following email address: [VilicoAGM@vilico.vn](mailto:VilicoAGM@vilico.vn). Respected shareholders may download the template of Power of Attorney from the following link: <https://www.vilico.vn/dai-hoi-co-dong/>, or they may prepare their own template (which must include details of the authorizing party and the authorized party (proxy), the contents of authorization and the number of shares being authorized).
- For any inquires related to the organization of the AGM, shareholders are kindly requested to contact us at:

**Vietnam Livestock Corporation – JSC**

14<sup>th</sup> Floor, Building A, Handiresco Tower, 521 Kim Ma, Giang Vo Ward, Hanoi City, Vietnam

Email: [VilicoAGM@vilico.vn](mailto:VilicoAGM@vilico.vn)

Telephone: (+84) 243 862 1688

Yours Sincerely,



MAI KIEU LIEN



**POWER OF ATTORNEY**

*For attendance and voting at the Annual General Meeting of Shareholders in 2026 of Vietnam Livestock Corporation - Joint Stock Company*

Name of Shareholder:.....  
 Address: .....  
 ID No./Passport No./Enterprise Registration No: .....  
 Date of issue: ..... Place of issue: .....  
 The legal representative of shareholders being an organization: .....  
 The total number of shares owned: .....  
 (hereinafter referred to as the **“Principal”**)

**Hereby authorize the following Individual/Organization:**

Name of individual/organization: .....  
 Address: .....  
 ID No./Passport No./Enterprise Registration No.:.....<sup>1</sup>  
 Date of issue: ..... Place of issue: .....  
 Cell phone No.: ..... Email: .....<sup>2</sup>  
 (hereinafter referred to as the **“Proxy”**)

**CONTENTS OF AUTHORIZATION**

The Proxy shall be the authorized representative of the Principal in respect of .....<sup>3</sup> shares owned by the Principal and shall on behalf of the Principal attend the Annual General Meeting of Shareholders in 2026 (the “AGM”) of Vietnam Livestock Corporation - Joint Stock Company (the “Company”), which will be held on 20<sup>th</sup> April 2026, and shall exercise shareholder rights and obligations with respect to the number of shares mentioned above in accordance with the applicable laws and the Charter of the Company.

The Proxy shall act within the scope of the authorization granted in this Power of Attorney.

The Principal and the Proxy hereby fully understand the nature, all legal consequences and shall take responsibility for this authorization and undertake that the parties strictly comply with the applicable laws and the Company’s Charter. The Parties undertake that they will not make any claim against the Company for this authorization.

This Power of Attorney shall be effective from its signing date hereof until the closing of the AGM of the Company.

....., date .....2026

**THE PRINCIPAL**

**THE PROXY**

*(Signature, full name, seal (if any))*

*(Signature, full name, seal (if any))*

<sup>1</sup> Please provide the copy of ID Card/Passport/Enterprise Registration Certificate of the Principal and the Proxy. In case the Proxy is an organization, please provide the Power of Attorney/Introduction Letter made by this organization to appoint its authorized representative(s) to attend the meeting together with the copy of ID Card/Passport of such authorized representative(s).  
<sup>2</sup> Please fill in the information of cell phone number and email address of the Proxy so that the Company can provide the Proxy with verification code (i.e. OTP) to access and attend the online meeting.  
<sup>3</sup> Please fill in all or part of the number of shares owned by the Shareholder, depending on the Shareholder's decision.



**VIETNAM LIVESTOCK CORPORATION - JSC**

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*Contact Address: 14th Floor, Tower A, Handiresco Building, 521 Kim Ma, Giang Vo Ward, Hanoi*

*Phone: 0243 862 1688; Website: www.vilico.vn*

*Business Registration Certificate No. 0100104443, issued on 30th June 2010, 13th revision dated September 04, 2025*

**VIETNAM LIVESTOCK CORPORATION – JSC**

(Stock Code: VLC)

**Meeting Materials**

**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**April 20<sup>th</sup>, 2026**





**VIETNAM LIVESTOCK CORPORATION - JSC**

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**AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)**

**VIETNAM LIVESTOCK CORPORATION – JSC**

**Estimated Time:** 13:30 – 17:00, Monday, April 20, 2026

**Format:** Online at No. 10 Tan Trao, Tan My Ward, Ho Chi Minh City

<b>Estimated time</b>	<b>Content</b>
13:30 - 13:35	Shareholder eligibility verification report
13:35 - 13:40	Opening of the Meeting; Introduction of delegates and guests
13:40 - 13:55	<ul style="list-style-type: none"><li>- Introduction of the Presidium</li><li>- Introduction of the Secretariat</li><li>- Approval of the AGM Agenda</li><li>- Election of the Vote Counting Committee</li></ul>
13:55 - 14:30	Matters to be submitted for the Annual General Meeting of Shareholders’ (“AGM”) approval: <ul style="list-style-type: none"><li>1. The report of the Board of Directors (“BOD”) for 2025</li><li>2. The report of the Board of Supervisor (“BOS”) for 2025</li><li>3. The audited 2025 Financial Statements</li><li>4. The profit distribution for 2025</li><li>5. Transfer the Development Investment Fund to Retained Earnings</li><li>6. The revenue and profit guidance for 2026</li><li>7. The selection of an independent auditors for fiscal year 2026</li><li>8. The remuneration of the BOD and BOS for 2026;</li><li>9. The Amendment of Company Charter;</li><li>10. The Amendment of Internal Regulations on Corporate Governance</li><li>11. Report on the implementation and approval of the transfer value of the Tam Dao Project to Japan Vietnam Livestock Company Limited</li></ul>
14:30 - 15:15	Discussion on the Meeting Agenda matters
15:15 - 15:25	Voting
15:25 - 15:30	Announcement of voting results
15:30 - 15:40	Approval of the Minutes of the Meeting and Announcement of AGM Resolutions
15:45	Closing



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**PROCEDURAL MATTERS:**

**MATTER 1: THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (BOD) respectfully submits to the AGM to approve the agenda of the AGM as mentioned above.

**MATTER 2: THE VOTE COUNTING COMMITTEE**

In order to support the Organizing committee in vote counting, the BOD respectfully submits to the AGM to approve the personnel in the Vote Counting Committee as follows:

- Ms. Ho Thi Ngoc Dung                      Head
- Ms. Nguyen Thi Minh Thu                Member
- Ms. Nguyen Thi Huyen                    Member

**DETAILED MATTERS SUBMITTED FOR THE AGM'S APPROVAL:**

**MATTER 3: THE REPORT OF THE BOD FOR 2025**

*(Kindly refer to the detailed information of Report of the BOD and the independent member of the BOD presented in the attached Report).*

**MATTER 4: THE REPORT OF THE BOS FOR 2025**

*(Kindly refer to the detailed information of Report of the BOS presented in the attached Report).*

**MATTER 5: THE AUDITED 2025 FINANCIAL STATEMENTS**

The audited 2025 Financial Statements has been disclosed in accordance with regulations and is also published on the Company's website at: <https://www.vilico.vn/bao-cao-tai-chinh/>, which includes the following items:

- Report of the Auditor;
- Balance sheet as of December 31, 2025;
- Statement of business results for 2025;
- Cash flow statement for 2025;
- Explanatory Notes to the Financial Statements

*In which: Some key indicators of the financial statements are as follows:*

***Consolidated financial information:***



**VIETNAM LIVESTOCK CORPORATION - JSC***Head Quarter: No. 519, Minh Khai Street, Vinh Tuy Ward, Hanoi City**Contact Address: 14th Floor, Tower A, Handiresco Building, 521 Kim Ma, Giang Vo Ward, Hanoi**Phone: 0243 862 1688; Website: www.vilico.vn**Business Registration Certificate No. 0100104443, issued on 30th June 2010, 13th revision dated September 04, 2025*

No.	Key indicators (billion VND)	2025 actual	2024 actual	Increase/ (decrease) compared to 2024
1	Net Revenue	3,112.1	2,957.3	5.2%
2	Profit before tax	43.8	138.2	-68.3%
3	Profit after tax	23.2	117.1	-80.2%

**MATTER 6: PROFIT DISTRIBUTION FOR 2025**

Based on the business results for 2025 and the audited Financial Statements of the Company for 2025, the BOD respectfully submits to the AGM for approval of the profit distribution for 2025 as follows:

- Retained profit at the beginning of the year : 395.2 billion VND
- Retained profit at the end of the year : 538.1 billion VND

All retained profits as of December 31, 2025, will be retained to strengthen the capital source for business operations and investment in the Company's key projects. Retaining these profits is aimed at ensuring that the company has sufficient financial resources to implement expansion plans, enhance competitiveness, and optimize value for shareholders in the long term.

**MATTER 7: TRANSFER OF THE DEVELOPMENT INVESTMENT FUND TO RETAINED EARNINGS**

The BOD respectfully submits to the AGM for approval the cessation of allocations to the Development Investment Fund starting from 2026, and the transfer of the entire balance of the Development Investment Fund as of December 31, 2025, amounting to VND 80,559,835,691, to Retained Earnings after Tax, in order to align with the Company's operational situation and capital utilization needs.

**MATTER 8: THE REVENUE AND PROFIT GUIDANCE FOR 2026**

The BOD respectfully submits to the AGM for approval the Company's consolidated revenue and profit guidance for 2026 as follows:

No.	Key indicators (billion VND)	2026 Guidance	2025 Actual	Increase/ (decrease) compared to 2025
1	Total revenue	3,731.8	3,112.1	19.9%
2	Profit before tax	65.2	43.8	48.7%
3	Profit after tax	19.3	23.2	-16.9%



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**MATTER 9: THE SELECTION OF INDEPENDENT AUDITOR FOR THE 2026 FISCAL YEAR**

The BOD respectfully submits to the AGM for approval the list of independent auditor for the fiscal year 2026 as follows:

- KPMG Vietnam LLC (KPMG);
- PwC Vietnam LLC (PwC);
- Ernst & Young Vietnam LLC (E&Y);
- Deloitte Vietnam LLC (Deloitte).

The BOD is authorized to select an independent audit entity as one of four audit firms to conduct the audit for the 2026 fiscal year.

**MATTER 10: THE REMUNERATION FOR THE BOD AND IC FOR 2026**

The BOD respectfully submits to the AGM for approval the remuneration for the BOD and IC in 2026. Specifically, as follows:

- Chairperson of BOD : 10,000,000 VND/month;
- Member of the BOD : 8,000,000 VND/month;
- Head of the BOS : 8,000,000 VND/month;
- Members of the BOS : 6,000,000 VND/month.

**ISSUE 11: AMENDMENT OF THE COMPANY CHARTER**

The BOD respectfully submits to the AGM for approval the amendment and supplementation of certain provisions in the Company's Charter and the adoption of the new Charter to replace the version approved on September 26, 2023 (please refer to Appendix 1a: Explanation of Charter Amendments and Appendix 1b: Draft of the New Charter attached to this document).

**ISSUE 12: AMENDMENT OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

The BOD respectfully submits to the AGM to:

- Approve the amendment and supplementation of certain provisions in the Internal Regulations on Corporate Governance and adopt the new Internal Regulations on Corporate Governance to replace the version approved by the AGM on June 8, 2022 (please refer to Appendix 2a: Explanation of Amendments to the Internal Regulations on Corporate Governance and Appendix 2b: Draft of the New Internal Regulations on Corporate Governance attached to this document);

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- The Chairwoman of the BOD shall be responsible for signing and issuing the Internal Regulations on Corporate Governance approved by the 2026 AGM.

**ISSUE 13: REPORT ON THE IMPLEMENTATION AND APPROVAL OF THE TRANSFER VALUE OF THE TAM DAO PROJECT TO JAPAN VIETNAM LIVESTOCK COMPANY LIMITED (JVL)**

**1. Report on the implementation progress of the Beef Cattle Project**

The BOD reports to the AGM on the implementation progress of the Beef Cattle Project as follows:

*a) Regarding the increase of VLC's capital contribution in JVL:*

- VLC and Sojitz completed 04 rounds of capital contribution, thereby increasing JVL's charter capital from VND 46 billion to VND 2,900.3 billion, according to the 4th amended Enterprise Registration Certificate dated July 26, 2024.
- The adjustment of the Investment Registration Certificate and capital contribution complied with the provisions of investment and enterprise laws.

*b) Regarding the progress of the Project of investment in farm renovation, conversion from pig to beef cattle, construction of slaughterhouse, processing, preservation, and distribution facilities in Tam Dao ("Tam Dao Project"):*

- The project has completed all legal investment procedures, licensing, project acceptance, and permits required for operation. The project officially commenced full operation of all items from May 2025.
- The project has been granted the Land Use Rights Certificate and Ownership Certificate of assets attached to the land (including factory, barns, and other structures).
- Internal settlement of the project has been completed as the basis for the AGM to approve the transfer value mentioned in Item 2 below.

**2. Approval of the Project Transfer Price**

The 2022 AGM approved the transfer of the Tam Dao Project to Japan Vietnam Livestock Company Limited under Resolution No. 01/2022/VLC/NQ-AGM dated June 8, 2022. The BOD reports on the progress of fulfilling the conditions for the transfer and submits to the AGM for approval the transfer value of the Project as follows:

*(i) Progress in Fulfilling the Transfer Conditions*

During the project implementation, in order to optimize costs and ensure commercial operations according to schedule while completing the transfer conditions, VLC and JVL agreed to sign separate transfer Agreements for the machinery and equipment of the Project;



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concurrently, certain remaining machinery and equipment investments were handed over for JVL to implement independently.

- On September 5, 2022, the parties signed an Investment Framework Agreement for the transfer of the Project.
- On September 24, 2024, the parties signed an Amendment to the Investment Framework Agreement to supplement the transfer of operational management of Factory and Farm to JVL until VLC completes all conditions and procedures for transfer, including operating licenses and registration of construction assets on land in the Land Use Rights Certificate.
- On June 24, 2025, VLC and JVL signed an Agreement for the transfer of machinery and equipment belonging to Area A – Beef Processing Factory, Tam Dao Project.
- On March 24, 2026, VLC and JVL signed an Agreement for the transfer of machinery and equipment belonging to Area B – Beef Cattle Farm, Tam Dao Project.
- As reported in Section 1, the Tam Dao Project has completed investment procedures, registration of assets on land, and is eligible for transfer under Article 34 of the Investment Law 2025 and Article 46 of the Land Law 2024.

*(ii) Submission for Approval of the Transfer Price*

Pursuant to Resolution No. 01/2022/VLC/NQ-AGM, the transfer price preliminarily approved by the 2022 AGM was VND 1,644 billion (in words: One thousand six hundred forty-four billion dong), excluding VAT.

Based on the explanations provided in Section 2.(i), the BOD respectfully submits to the AGM for approval the transfer price of the Tam Dao Project as follows:

- Transfer Price: Not lower than VND 1,066 billion (in words: One thousand sixty-six billion dong), excluding VAT, calculated on the basis of:
  - The total costs to complete the construction works and investment items of the Tam Dao Project, based on the Project's CAPEX;
  - The commercial advantage from the land and the transfer of the Tam Dao Project (profit of VLC from transferring the Tam Dao Project to JVL);
  - Other reasonable costs incurred from or related to the implementation of the Tam Dao Project.

The transfer price does not include:

- The transfer value of machinery and equipment in Area A and Area B already executed: VND 213,283,581,196;
- The value of machinery and equipment items and the contingency fee for handover to be implemented by JVL independently: VND 222,304,176,452.





**VIETNAM LIVESTOCK CORPORATION - JSC**

*Head Quarter: No. 519, Minh Khai Street, Vinh Tay Ward, Hanoi City*

*Contact Address: 14th Floor, Tower A, Handiresco Building, 521 Kim Ma, Giang Vo Ward, Hanoi*

*Phone: 0243 862 1688; Website: www.vilico.vn*

*Business Registration Certificate No. 0100104443, issued on 30th June 2010, 13th revision dated September 04, 2025*

These values do not include taxes, fees, charges, or costs related to the purchase, installation, and operation of the machinery and equipment.

- Authorize the Board of Directors and the legal representative of VLC to carry out the following:
  - Negotiate and finalize with JVL the terms of the transfer agreement based on the contents approved by the AGM;
  - Sign the transfer agreement and other related agreements, documents, and instruments concerning the transfer of the Tam Đảo Project with JVL, Sojitz Group, and relevant parties;
  - Execute or organize the execution (including re-authorizing the representative of VLC's capital contribution in JVL and other individuals/organizations) of all necessary tasks and procedures with competent state authorities to complete the transfer of the Tam Dao Project.



**MAI KIEU LIEN**



- Key activities of the BOD in 2025 focused on the following:
  - Approving the 2025 business plan of the Board of Management to be submitted to the AGM and organizing the Annual General Meeting of Shareholders 2025.
  - Supervising the implementation of the 2025 business plan.
  - Monitoring Vilico's investment activities in subsidiaries, affiliated, and other long-term investments; overseeing the consolidation of financial statements quarterly, semi-annually, and annually.
  - Developing and improving operational governance, financial governance, and risk management systems appropriate to the scale and model of the Company, ensuring compliance, professionalism, and optimization of operations.
  - Efficiently utilizing land and real estate resources managed and used by Vilico.
  - Approving transactions and matters under the authority of the BOD.
- All activities of the BOD were carefully considered, in compliance with the Law on Enterprises, the Law on Securities, and other applicable legal regulations as well as the Company's Charter, ensuring objectivity and transparency based on rights, obligations, and responsibilities prescribed by law, while respecting and protecting the legitimate rights and interests of shareholders.
- In 2025, the BOD held 19 regular and extraordinary meetings, both in-person and online, and issued 17 Resolutions/Decisions on matters related to the Company's business operations. Information on these resolutions was disclosed in the Corporate Governance Report at: <https://www.vilico.vn/wp-content/uploads/2026/01/bao-cao-quan-tri-cty-Corp-Governance-2025.pdf>. The meetings of the BOD were organized and conducted in accordance with the Company's Charter. Minutes, Resolutions, and Decisions of the BOD were issued and archived in compliance with regulations.

**4. Report on the implementation of Resolutions of Previous Annual General Meetings not yet completed**

**4.1. Report on the Implementation of Article 12 of Resolution No. 01/2022/VLC/NQ-AGM dated June 8, 2022 "Approval of additional capital contribution to increase charter capital of Japan Vietnam Livestock Co., Ltd – a joint venture of the Company and Sojitz Group ("JVL"), and approval of the transfer of the Tam Dao Project to JVL":**

**a) Regarding the increase of VLC's capital contribution in JVL:**

- VLC and Sojitz completed 04 rounds of capital contribution, thereby increasing JVL's charter capital from VND 46 billion to VND 2,900.3 billion, according to the 4th amended Enterprise Registration Certificate dated July 26, 2024.

- The adjustment of the Investment Registration Certificate and capital contribution complied with the provisions of investment and enterprise laws.
- b) *Regarding the progress of the Project of investment in farm renovation, conversion from pig to beef cattle, construction of slaughterhouse, processing, preservation, and distribution facilities in Tam Dao ("Tam Dao Project"):*
- The project has completed all legal investment procedures, licensing, project acceptance, and permits required for operation. The project officially commenced full operation of all items from May 2025.
  - The project has been granted the Land Use Rights Certificate and Ownership Certificate of assets attached to the land (including factory, barns, and other structures).
  - Internal settlement of the project has been completed as the basis for the AGM to approve the transfer value.
- c) *Regarding the transfer transaction of the Tam Dao Project:*
- On September 5, 2022, the parties signed an Investment Framework Agreement for the transfer of the Project.
  - On September 24, 2024, the parties signed an Amendment to the Investment Framework Agreement to supplement the transfer of operational management of Factory and Farm to JVL until VLC completes all conditions and procedures for transfer, including operating licenses and registration of construction assets on land in the Land Use Rights Certificate.
  - On June 24, 2025, VLC and JVL signed an Agreement for the transfer of machinery and equipment belonging to Area A – Beef Processing Factory, Tam Dao Project.
  - On March 24, 2026, VLC and JVL signed an Agreement for the transfer of machinery and equipment belonging to Area B – Beef Cattle Farm, Tam Dao Project.

As reported in Section 1, the Tam Dao Project has completed investment procedures, registration of assets on land, and is eligible for transfer under Article 34 of the Investment Law 2025 and Article 46 of the Land Law 2024. The BOD submits to the AGM for approval of the transfer transaction at the AGM 2026 according to the meeting documents.

**4.2. Report on the Implementation of Article 13 of Resolution No. 01/2022/VLC/NQ-AGM dated June 8, 2022 "Approval of the implementation of the Hung Yen Dairy Factory Project"**

- The Hung Yen Dairy Factory Project has completed key investment preparation procedures, including: issuance of the Investment In-principal Approval; 1/500 Master Plan; Environmental Impact Assessment Report; land use conversion and signing of a 50-year Land Lease Contract; appraisal of the Feasibility Study Report and basic design documents for Phase 1 – Sub-phase 1A; approval of fire prevention and fighting design documents for Phase



1 – Sub-phase 1A. The project completed site leveling of approximately 11.6 hectares for Phase I – Sub-phase 1A in April 2024.

- Progress of implementation by phases:
  - Q2/2025: Completion of fire prevention and fighting approval for Phase 1 – Sub-phase 1A.
  - Q3/2025: Completion of construction permit.
  - From Q4/2025: Commencement of construction of works under Phase 1 – Sub-phase 1A.
  - 2025–2027: Completion of construction works under Phase 1 – Sub-phase 1A.
  - 2028: Put the entire Sub-phase 1A into operation.
- Total contract value signed (as of February 2026) : VND 77 billion.
- Total value paid (as of February 2026) : VND 68 billion.

**Note:** Due to adjustments in strategic products, leading to changes in site design, technical specifications, and fire prevention requirements, together with restructuring and mergers of central government agencies and ministries, the project schedule has been delayed by one year.

**4.3. Report on the Implementation of Article 10 of Resolution No. 01/2023/VLC/NQ-AGM dated April 27, 2023 “Plan for listing and trading VLC shares on Ho Chi Minh City Stock Exchange (“HOSE”)”**

Due to the general impact of the market, some of the Company’s financial indicators have not yet met the required conditions for listing on HOSE. The Company will continue to complete the dossier and proceed with the transfer of listing once all conditions are satisfied.

**5. Report on Transactions Between the Company and Related Parties**

Transactions between the Company and its related parties have been presented and disclosed on page 34 of the audited financial statements for 2025, specifically as follows:

- **Vietnam Dairy Products Joint Stock Company (Vinamilk)**
  - Purchases of goods and services : VND 0.051 billion
- **Moc Chau Dairy Cattle Breeding Joint Stock Company (“Moc Chau Milk”)**
  - Sales of goods and services : VND 0.86 billion
  - Dividends received : VND 130.5 billion
- **Japan Vietnam Livestock Co., Ltd**
  - Transfer of machinery under the Tam Dao Project : VND 169.5 billion
  - Advance received for project transfer : VND 249.2 billion
  - Offset the advance payment for the Tam Đảo project transfer against the amount payable for the transfer of machinery under the Tam Đảo project: VND 114.4 billion
  - Sales of goods and services : VND 32.6 billion
  - Purchases of goods : VND 0.016 billion
- **Vietnam Dairy Cow One Member Co., Ltd**

- Purchases of goods and services : VND 0.014 billion
- **Lam Dong Food Joint Stock Company**
- Dividends received : VND 8.4 billion

## 6. Evaluation of the Company's Operations by the BOD

### 6.1. Business Results in 2025

The Company's business results in 2025 mainly came from deposit interest, divestment of investments, and dividends received from its subsidiary (Moc Chau Milk). In 2025, the Company received VND 130.5 billion in dividends from Moc Chau Milk.

Specific business results in 2025 were as follows:

- **Parent Company:** Net revenue reached VND 206.1 billion, an increase of 3912.6% compared to 2024. Net profit after tax reached VND 142.8 billion, up 0.17% compared to 2024.
- **Consolidated:** Net revenue reached VND 3,112 billion, up 5.2% compared to 2024, achieving 93% of the plan (VND 3,339.4 billion). Net profit after tax reached VND 23.2 billion, down 79.8% compared to 2024, achieving 25.9% of the plan (VND 89.5 billion).

### 6.2. Results of Supervision of the Board of Management

The BOD evaluated the performance and capacity of the Board of Management based on the following criteria:

- Fulfillment of business operation objectives.
- General duties of senior management, including:
  - (1) Duty of "care";
  - (2) Duty of "honesty and avoidance of conflicts of interest";
  - (3) Duty of "confidentiality of information";
  - (4) Duty of "diligence and loyalty".

The BOD noted that the Board of Management of the Company possesses sufficient experience and knowledge relevant to their respective fields and responsibilities, demonstrates a strong sense of responsibility and cooperation, and is fully capable of continuing to perform the tasks entrusted by the General Meeting of Shareholders and the BOD.

The average salary of the General Director in 2025 was VND 54 million/month, while the average salary of the Deputy General Directors in 2025 was VND 53 million/month.

**Result:** According to the BOD' evaluation, the Board of Management made significant efforts and successfully fulfilled the assigned business and production tasks in 2025, including



compliance with current legal regulations, the Company's Charter and operational rules, as well as improvements and consolidation of organizational, control, and management systems.

**7. Strategic Orientation of the BOD in the future**

The strategic orientation of the BOD for 2026 and the coming period is as follows:

- Operate and supervise the effective functioning of the Beef processing Factory complex in Tam Dao, Phu Tho.
- Accelerate the progress of the Company's key projects to enhance the efficiency of land utilization and bring added value to the Company.
- Seek other investment opportunities to increase value for the Company and its shareholders.

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



**Mai Kieu Lien**

*Hanoi City, 27 March 2026*

**REPORT ON THE ACTIVITIES OF THE INDEPENDENT MEMBER  
OF THE BOARD OF DIRECTORS**

**Regarding the performance of duties in 2025**

*(Presented to the Annual General Meeting of Shareholders in 2026)*

*To: The Annual General Meeting of Shareholders of Vietnam Livestock Corporation – JSC*

Independent member of the Board of Directors of Vietnam Livestock Corporation – Joint Stock Company (hereinafter referred to as “Vilico”, “VLC”, or the “Company”) respectfully reports to the General Meeting of Shareholders on the operational results for 2025 as follows:

**1. Organizational Structure**

The Company’s Board of Directors (“BOD”) consists of 5 members, including 01 independent member, Mr. Nguyen Hong Bach.

**2. Results of Activities in 2025**

**2.1. Execution of Rights and Duties of the BOD**

The BOD fully exercised its rights and obligations as prescribed by law, the Company’s Charter, the Internal Regulations on Corporate Governance, and Resolutions of the AGM. Through the supervision of the independent member of the BOD over the activities of the BOD and the Board of Management in fiscal year 2025, the following results were recorded:

- The Company’s activities complied with the contents of its Enterprise Registration Certificate, the Company Charter, and strictly followed legal regulations, as well as State management regimes on accounting, finance, and taxation.
- The contents of the Resolutions of the 2025 Annual General Meeting of Shareholders were fully implemented by the BOD.
- Meetings of the BOD were organized, discussed, and voted on matters in accordance with the law and within the authority of the Board. Written voting procedures were conducted properly.
- Based on the Resolutions of the BOD, the Board of Management fully implemented the contents in managing the Company’s business operations.

**2.2. Evaluation of Internal Control System, Risk Management, and Supervision of Internal Transactions**

- The Company issued and strictly implemented key control procedures in compliance with legal regulations and international practices.
- Transactions between the Company and its subsidiaries, affiliates, and related parties were reported and submitted for approval by the BOD in accordance with laws, the Company Charter, and relevant regulations.

**2.3. Evaluation of Coordination with the Board of Directors, General Director, and Shareholders**

During operations, the independent member of the BOD coordinated effectively with the BOD and the Board of Management, without interference in the performance of duties, being provided access to documents related to the Company's operations, exchanged information with other BOD members and the Board of Management to update and support supervisory activities. All arising issues were discussed and resolved promptly.

**2.4. Remuneration, Operating Expenses, and Other Benefits**

The remuneration, operating expenses, and other benefits of the independent member of the BOD complied fully with the provisions of the Law on Enterprises and the Company Charter.

**3. Work plan of the independent member of the BOD in 2026**

To achieve operational objectives, the independent member of BOD sets forth the following key tasks for 2026:

- Perform inspection and supervision of the activities of the BOD and the Board of Management; ensure legality, transparency, prudence, and efficiency in management and operations.
- Support the BOD in ensuring corporate governance in compliance with laws and the Company Charter.
- Contribute to improving the Company's risk management system in line with operational conditions, current laws, and international practices.
- Supervise the quality of services provided by the independent auditing firm during audits in 2026.
- Carry out other tasks as prescribed in the Company Charter and operational regulations.

This report presents the results of activities of the independent member of the BOD in 2025 and the work plan for 2026.

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

**INDEPENDENT MEMBER OF THE BOD**



**NGUYEN HONG BACH**

*Hanoi City, 27 March 2026*

**REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISOR**

*(Presented to the Annual General Meeting of Shareholders 2025)*

**Pursuant to:**

- *The Securities Law of November 26, 2019, and subject to amendment, supplementation, or replacement from time to time (hereinafter referred to as the "Securities Law");*
- *The Enterprise Law dated June 17, 2020, and subject to amendment, supplementation, or replacement from time to time (hereinafter referred to as the "Enterprise Law");*
- *Charter of Vietnam Livestock Corporation - JSC ("VILICO" or "the Company");*
- *Corporate Governance Regulations and Regulations on the Operation of the Board of Supervisor*
- *Financial report for 2024 and actual business performance of the Company.*

***Dear shareholders,***

In fulfilling the functions and duties of the Board of Supervisor ("BOS") in accordance with the provisions of the Law, the Company Charter, and the Operating Regulations of the BOS, the BOS hereby reports on its activities in 2025 with the following key information:

**I. ACTIVITIES OF THE BOARD OF SUPERVISOR**

**1. Task execution:**

- The Board of Supervisor attended all meetings of the Company's Board of Directors ("BOD") in 2025. During these meetings, the Board of Supervisor discussed key areas of concern and proposed several recommendations to the Company's Management Board to improve the effectiveness of: corporate governance and operations; risk management and internal control; management of ongoing investment projects; and ensuring the effective management of the Company's investments in subsidiaries/affiliated companies.
- The Board of Supervisor also seriously inspects and monitors compliance with regulations, resolutions of the General Meeting of Shareholders, laws, and company regulations in the management and operation of business activities by the Board of Directors and the Executive Board, specifically:
  - Review the legality and procedures for issuing resolutions of the Board of Directors and disclosing information as required by law.
  - Monitoring and inspecting the implementation of the 2025 business performance targets as stipulated in the General Meeting of Shareholders' resolution by the Board of Directors and the Management Board.

- Review the reasonableness, integrity, and level of care in the organization of financial accounting and the preparation of financial statements. Examine the annual and semi-annual financial statements reviewed and audited by KPMG Vietnam Co., Ltd., and the Company's quarterly reports (including separate and consolidated reports).
- In 2025, the Board of Supervisor did not record any cases of violations of regulations regarding the responsibilities and obligations of the Company's managers.

**2. SALARY, BONUS, REMUNERATION, OPERATING EXPENSES, AND OTHER BENEFITS FOR THE BOARD OF SUPERVISOR IN 2025**

- In 2025, the Company's Board of Supervisor will consist of 3 members.
- The remuneration for the Board of Supervisor paid in 2025 complied with the Resolution of the 2025 Annual General Meeting of Shareholders, specifically as follows:
  - Ms. Tran Thai Thoai Tran (Head of Board) : 8,000,000 VND/month
  - Mr. Trinh Cong Son (Member) : 6,000,000 VND/month
  - Mr. Truong Anh Vu (Member until April 23, 2025) : 6,000,000 VND/month
  - Ms. Nguyen Thi Minh Thu (Member from April 23, 2025) : 6,000,000 VND/month
- There are no other benefits to be generated for the Board of Supervisor in 2025.

**II. RESULTS OF MONITORING THE ACTIVITIES OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT**

**1. Board of Directors**

- The Board of Directors has seriously and fully fulfilled its management responsibilities, complying with the Enterprise Law, the Securities Law, the Company Charter, the Resolution of the 2025 Annual General Meeting of Shareholders, and other relevant regulations.
- In 2025, the Board of Directors held regular quarterly meetings in accordance with the law and the Company's Charter. The Board of Directors operated actively and effectively, coordinating closely with the Management Board in setting directions and promptly resolving issues arising related to the Company's production and business activities, especially recommendations and proposals related to governance and management; and project implementation and management.
- The resolutions of the Board of Directors are issued in accordance with the Board's authority. The content of these resolutions complies with the Enterprise Law, the Securities Law, the Company's Charter, resolutions of the General Meeting of Shareholders, and other relevant regulations.

**2. Board of Management**

- Operational and management activities:
  - Together with the Board of Management, the Company's CEO has fully and promptly implemented the decisions and resolutions of the Board of Directors and the General

Meeting of Shareholders, successfully executing the Company's production and business plan; proactively developing plans for managing and operating production and business; and effectively utilizing the Company's organizational and management structure.

- The Company's Board of Management held meetings to discuss and implement the production and business plans of the Company, its subsidiaries, and affiliated companies. At the same time, they issued directives, made corrections, and implemented measures to address shortcomings and deficiencies in the management and operation of the Company and its subsidiaries, based on the recommendations and feedback of the Board of Supervisor.
- Risk management activities, particularly strategic project implementation risks, are closely monitored, updated and reported promptly by the Board of Directors to the Board of Supervisor and the Board of Trustees, along with timely response plans.

### **III. ASSESSING THE COORDINATION OF ACTIVITIES BETWEEN THE SUPERVISION BOARD, THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE, AND SHAREHOLDERS**

- In 2025, the Board of Supervisor consistently received close cooperation from the Board of Directors, the CEO, and the Management Board, and was facilitated in carrying out its supervisory duties through the provision of complete documents and information related to the Company's governance, business operations, and financial situation.
- The Board of Supervisor has closely coordinated with the Board of Directors and the CEO in regularly participating in quarterly meetings to ensure timely solutions to existing problems, thereby improving management efficiency and ensuring full compliance with current legal regulations.

### **IV. REVIEW OF FINANCIAL STATEMENTS FOR 2025**

- The Board of Supervisor has reviewed the semi-annual and 2025 financial reports, which have been reviewed/audited by KPMG Vietnam Co., Ltd., and agrees with these reports.
- According to the Board of Supervisor's assessment, Vilico's separate financial statements and the consolidated financial statements of Vilico and its subsidiaries are fairly and reasonably reflected, in all material respects, in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations concerning the preparation and presentation of financial statements.

### **V. RECOMMENDATIONS AND CONCLUSIONS**

#### **1. Recommendation:**

The Board of Supervisor proposes the following main points:

- Continue to improve and refine the organizational structure and internal management processes/regulations/policies to enhance the efficiency of management and operation of the Company's production and business activities.
- Establish a risk management framework and a risk warning mechanism at the corporate level; implement it at all levels within the company and its member units for consistent and uniform application; maintain and improve the effectiveness of the two-tiered system control mechanism (self-control & audit), with a focus on and continuous improvement of the self-control mechanism.
- Key projects and strategies require continued strengthening of risk management, close monitoring, and timely reporting to the Board of Directors and Board of Supervisor.

## **2. Conclusions**

Through its monitoring and inspection activities, the Board of Supervisor acknowledges that the Company's operations in 2025 complied with the Enterprise Law, the Securities Law, the Company Charter, relevant regulations, and the resolutions of the General Meeting of Shareholders and the resolutions of the Board of Directors.

Submitted to the General Meeting of Shareholders for consideration and approval.

Recipient:

- Board of Directors, Board of Supervisor
- CEO
- Archive BOD's Secretary

**OBO. BOARD OF SUPERVISORS  
HEAD OF BOARD**



**Tran Thai Thoai Tran**

**REGULATION ON ORGANIZATION  
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VIETNAM LIVESTOCK CORPORATION - JSC**

**Pursuant to:**

- (i) *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, effective from January 1<sup>st</sup>, 2021; and other relevant legislative documents;*
- (ii) *Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, Law on Investment in the Form of Public-Private Partnership, Law on Investment, Housing Law, Bidding Law, Electricity Law, Law on Enterprises, Law on Excise Tax and the Law on Enforcement of Civil Judgments, passed by the National Assembly of the Socialist Republic of Vietnam on January 11<sup>th</sup>, 2022, effective from March 1<sup>st</sup>, 2022;*
- (iii) *The Law on Enterprises No. 76/2025/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;*
- (iv) *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019, effective from January 1<sup>st</sup>, 2021 and other relevant legislative documents;*
- (v) *The current Charter of Vietnam Livestock Corporation - JSC (“Charter”); and*
- (vi) *The current Internal Regulation on Corporate Governance of Vietnam Livestock Corporation - JSC (“Regulation on Corporate Governance”).*

The 2026 Annual General Meeting of Shareholders of Vietnam Livestock Corporation - JSC is organized and implemented in accordance with the Regulation on Organization of the 2026 Annual General Meeting of Shareholders (referred to as the “**Regulation**”) as follows:



## CHAPTER I GENERAL PROVISIONS

### ARTICLE 1. GOVERNING SCOPE AND APPLICABLE ENTITIES

1. This Regulation applies to the organization of the 2026 Annual General Meeting of Shareholders (“AGM”) of Vietnam Livestock Corporation - JSC (“Company” or “Vilico”) in the form of the Online Meeting (as defined under Clause 7 of Article 2 below) and regulates the Voting by Shareholders by E-Voting (as defined under Clause 3 of Article 2 below) at the Online Meeting.
2. This Regulation specifies the rights and obligations of Shareholders and parties attending the Online Meeting; conditions and procedures for conducting the Online Meeting; voting method to pass resolutions on matters falling within the power of the AGM.
3. Shareholders, their Representatives and attending parties shall be responsible for complying with the provisions of this Regulation.

### ARTICLE 2. DEFINITIONS

1. **“Organizing Committee”**: means the committee established to prepare and organize the Online Meeting.
2. **“Voting”**: means the exercise by Shareholders/Representatives of their rights to vote on specific matters within the decision-making authority of the AGM.
3. **“E-Voting”**: means the Voting conducted by Shareholders/Representatives through the Online System.
4. **“Representative”**: means anyone legally appointed by a Shareholder in writing to attend the Online Meeting and conduct E-Voting.
5. **“Agenda”**: means the matters included in the agenda of the AGM for Shareholders/Representatives to conduct the Voting.
6. **“Shareholder”**: means the owner of Vilico’s share(s), whose name is included in the list of shareholders entitled to attend the AGM as of the final registration date (i.e. March 17<sup>th</sup>, 2026), as provided by Vietnam Securities Depository and Clearing Corporation.
7. **“Online Meeting”**: means the form of organizing the using electronic means to connect, transmit audio and visual through the internet, allowing Shareholders/Representatives from different locations to attend, follow the meeting’s progress, discuss and vote on the matters of the AGM.
8. **“Registration to Attend the Online Meeting”**: means the process where Shareholders/Representatives log into the Online System and perform shareholder verification to attend the Online Meeting.

9. **“Venue of the Online Meeting”**: means the location (on site) where the Chairperson attends and presides over the Online Meeting.
10. **“Online System”**: means the combination of technical infrastructure (including but not limited to hardware devices, applications, software/website) set up and used by the Company to organize the Online Meeting and conduct E-Voting. Shareholders/Representatives can access the Online System to register to attend the Online Meeting, follow the meeting’s progress, discuss and conduct the Voting via E-Voting.
11. **“Opening Time of Online System”**: means the starting time when Shareholders/Representatives are allowed to access the Online System to register to attend Online Meeting and conduct the Voting via E-Voting. The Online System shall be officially opened from **8:00 AM on April 16<sup>th</sup> 2026** (Vietnam time).

## **CHAPTER II**

### **RIGHTS AND OBLIGATIONS OF THE PARTIES ATTENDING AT THE ONLINE MEETING**

#### **ARTICLE 3. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND THEIR REPRESENTATIVES**

1. Shareholders/Representatives are entitled to attend the Online Meeting, conduct the Voting in accordance with the provisions of the Charter, this Regulation and instructions of the Organizing Committee of the AGM.
2. Shareholders/Representatives are entitled to express their opinions and discuss at the AGM through the Online System in accordance with Article 10 of this Regulation.
3. Shareholders are able to log in to the Online System, follow the AGM’s progress on electronic devices (for example: computers, laptops, cellphones, etc.) and/or conduct E-Voting through the Online System.

In case the Shareholder authorizes a Representative to attend the Online Meeting and conduct the E-Voting in accordance with the provisions of the applicable laws, the Charter and this Regulation, upon receipt of a valid power of attorney, the Company shall grant the authorization for such Representative to access the Online Meeting and attend the Online Meeting in the name of aforesaid Shareholder.

If Shareholders have delegated authority to the Representative to attend and exercise shareholder rights and obligations at the Online Meeting, that Shareholder can still log into the Online System to follow the progress of the meeting and join the discussion session at the Online Meeting, however, they cannot conduct the E-Voting. Shareholders are fully responsible for the delegation of authority and the result of E-Voting on the Company’s Online System.

4. Shareholders/Representatives are responsible for keeping their personal information and other identification information by the Company (such as authentication code, OTP code, etc.) in strict confidence to ensure that only the Shareholders and/or Representatives can access the Online System to attend, discuss, give opinions and conduct E-Voting using the Online System.
5. The Shareholders/Representatives shall comply with the provisions of the applicable laws, the Charter, this Regulation and the Chairperson's management during the Online Meeting and respect the result of the Online Meeting. Shareholders/Representatives shall not cause any disturbance or disorder during the Online Meeting.

#### **ARTICLE 4. PRESIDING COMMITTEE**

1. The Chairperson of the Board of Directors is the chairperson of the Online Meeting ("**Chairperson**") with the support from other members of the Board of Directors (at the request of the Chairperson) to participate in conducting the Online Meeting ("**Presiding Committee**").
2. The members of the Presiding Committee follow the directions/instructions of the Chairperson in discussing issues related to the conduct of the Online Meeting. In any case, the Chairperson's decision is the final decision.
3. The Presiding Committee supports the Chairperson in presiding over the Online Meeting in accordance with the provisions of this Regulations and the Agenda approved by the AGM.
4. The Presiding Committee has the right to take necessary and reasonable measures to direct the conduct of the Online Meeting in an orderly manner, correctly in accordance with the program as passed, and so that it reflects the wishes of the majority of attendees.

#### **ARTICLE 5. THE SECRETARIAT**

1. The Chairperson shall appoint one or more persons to act as the Secretariat of the Online Meeting ("**Secretariat**").
2. The Secretariat shall perform the following tasks:
  - a) Receive and collect the opinions of Shareholders/Representatives during the Online Meeting and submit them to the Presiding Committee.
  - b) Record thoroughly and accurately all proceedings of the Online Meeting and any matters approved by the Shareholders/the Representatives or any matters that still require attention at the Online Meeting;
  - c) Draft the meeting minutes and resolutions on the matters approved at the Online Meeting;
  - d) Perform such other tasks as may be assigned by the Chairperson in connection with the Online Meeting.

## **ARTICLE 6: SHAREHOLDER ELIGIBILITY VERIFICATION COMMITTEE**

The Shareholder Eligibility Verification Committee serves as the assistant to the Organizing Committee of the AGM. The number and composition of the Shareholder Eligibility Verification Committee are decided by the Organizing Committee.

The Shareholder Eligibility Verification Committee is responsible for:

- a) Reviewing powers of attorney provided by Shareholders to the Company;
- b) Verifying the eligibility of Shareholders and Representatives attending the Online Meeting in accordance with provisions of the applicable laws, the Charter and this Regulation; and
- c) The Head of the Shareholder Eligibility Verification Committee reports to the AGM on the number of Shareholders attending the Online Meeting and declares the opening of the Online Meeting when the conditions for conducting the Online Meeting stipulated in Clause 1 Article 9 of this Regulation are satisfied.

## **ARTICLE 7: VOTE COUNTING COMMITTEE**

1. The Vote Counting Committee shall consist of three (03) persons comprising one (01) Head and two (02) members, as proposed by the Chairperson and approved by Shareholders.
2. The Vote Counting Committee has the following rights and obligations:
  - a) Instructing Shareholders/Representatives on how to cast their votes at the Online Meeting by E-Voting.
  - b) Counting the voting ballots;
  - c) Preparing and announcing the minutes of vote counting before the AGM;
  - d) Being responsible for the honesty and accuracy of the vote-counting results.

## **CHAPTER III**

### **ORDER AND PROCEDURES OF THE ONLINE MEETING AND CONDUCTING THE E-VOTING**

## **ARTICLE 8: REGISTRATION FOR ATTENDING THE ONLINE MEETING**

1. Shareholders will conduct the registration for attending the Online Meeting in accordance with specific instructions posted on the Company's website at the address: <https://www.vilico.vn/dai-hoi-co-dong/>.
2. Delegation of authority to attend the Online Meeting:

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- a) Shareholders may delegate all or part of their voting shares to any organizations or individuals (“**Representative(s)**”) to attend the Online Meeting and/or conduct E-Voting on their behalf.
  - b) The delegation of authority takes effect and is considered valid when it fully meets the following conditions:
    - (i) Shareholders have not accessed and conducted Voting on the Online System of the Company.
    - (ii) The delegation of authority must be made in writing (either using the template of power of attorney provided by the Company or Shareholders’ own template), clearly specifying the name of the individual/organization being delegated, the number of shares being delegated, and must be signed and stamped (if applicable) by both the delegating and the delegated parties.
    - (iii) The Company must receive the valid power of attorney **no later than April 17<sup>th</sup>, 2026**. Power of attorney may be sent to the Company by email, or by post or guaranteed delivery services.
  - c) Revocation of delegation of authority: if a Shareholder wishes to revoke their valid delegation of authority, the Shareholder must send a written notice of such revocation to the Company (delivered in person, sent by email, by post or guaranteed delivery services) no later than April 17<sup>th</sup>, 2026. The revocation will take effect from the time the Company receives the valid written notice from the Shareholders.
3. Shareholders/Representatives shall access the link provided by the Company to verify their identity as shareholders, attend the Online Meeting and conduct E-Voting.

## **ARTICLE 9. VERIFICATION OF SHAREHOLDERS’ ELIGIBILITY AND CONDITIONS FOR CONDUCTING THE ONLINE MEETING**

1. The Shareholder Eligibility Verification Committee bases on:
  - (1) the number of Shareholders/Representatives who have conducted E-Voting on the Online System from the Opening Time of Online System until the expected opening time of the meeting (**1:30 PM on April 20<sup>th</sup>, 2026**); and
  - (2) the number of Shareholders/Representatives who successfully logged into the Online System to register their attendance at the Online Meeting from **12:00 PM to 1:30 PM on April 20<sup>th</sup>, 2026**.

to determine the total number of Shareholders/Representatives attending the Online Meeting at the opening time of the meeting, thereby determining the total number of shares represented by such Shareholders/Representatives in order to determine the condition for opening and conducting the Online Meeting in accordance with Clause 3 Article 9 of this Regulation.

2. The Shareholder Eligibility Verification Committee reports to the AGM on the total number of Shareholders/Representatives attending the Online Meeting, the total number of shares represented by such Shareholders/Representatives and the attendance rate at the opening time in order to confirm that the condition for opening the meeting is fully met.
3. The Online Meeting will be held when the number of Shareholders/Representatives attending the Online Meeting represents at least 50% of the total number of voting shares of the Company (pursuant to the list of Shareholders as of the final registration date, i.e. March 17<sup>th</sup>, 2026, provided by the Vietnam Securities Depository and Clearing Corporation).

#### **ARTICLE 10. DISCUSSION AND QUERIES AT THE ONLINE MEETING**

1. Shareholders/Representatives shall conduct discussion following the instruction of the Chairperson during the Online Meeting.
2. Shareholders/Representatives can discuss at the Online Meeting by directly speaking or submitting questions/opinions to the Presiding Committee through the Online System. The Secretariat is responsible for collecting and summarizing the questions and opinions of Shareholders/Representatives and forwarding them to the Presiding Committee.
3. The discussion with Shareholders/Representatives and the question-and-answer session is conducted in accordance with the principles and methods as follows:
  - a) Chairperson will base on the meeting schedule to arrange and manage the speech of Shareholders/Representatives.
  - b) Shareholders/Representatives should speak clearly and focus on the approved Agenda. The Chairperson has the authority to remove question of Shareholders/Representatives from the discussion session and/or stop the speech of Shareholders/Representatives if he deems the comments or questions to be repetitive and/or not related to the Agenda.
  - c) In case the discussion exceeds the meeting schedule, unanswered questions will be recorded by the Secretariat and the Presiding Committee may answer them later by email or other appropriate forms in accordance with the provisions of the Charter and applicable laws.

#### **ARTICLE 11. VOTING TO APPROVE THE MATTERS OF THE ONLINE MEETING**

1. Shareholders/Representatives shall exercise the voting right at the Online Meeting by E-Voting in accordance with the provisions of this Regulation.
2. Shareholders/Representatives shall exercise their voting right on the Online System set up by the Company.
3. Time of Voting:

Shareholders/Representatives can conduct the E-Voting at any of the following times:



- (i) from the Opening Time of Online System and before the opening time of the Online Meeting; and/or
  - (ii) Voting directly at the Online Meeting (from the opening time and follow the proceeding of the Online Meeting).
4. Shareholders/Representatives who have conducted the E-Voting can change their voting opinion, but this change must be made before the closing of the E-Voting session. From the closing of the E-Voting, the voting session on the Online System will be closed, and Shareholders/Representatives shall not have the right to change their votes. The Company will record the final voting result of Shareholders/Representatives on the Online System.
- a) The time for voting on issues under the Agenda of the Online Meeting will be announced by the Chairperson. Shareholders/Representatives must ensure to cast their votes before the end of the voting period.
  - b) Shareholders or Representatives who attend the Online Meeting after the opening of the meeting still have the right to participate in voting. In such cases, the validity of any item which was previously voted on will not be affected.
5. Implementation of Voting:
- a) After successfully accessing the Online System, Shareholders/Representatives can vote on items of the Agenda by E-Voting.
  - b) Shareholders/Representatives cast their votes by marking one (01) of three (03) corresponding boxes “**Approve**”, “**Disapprove**”, “**Abstain**” for each item of the Agenda to be voted on.  
  
The voting results will only be counted when Shareholders/Representatives have completed voting on all items of the Agenda and submitted the voting results through the Online System.
  - c) Shareholders/Representatives encountering any problems with E-Voting on the Online System may contact the hotline number as notified by the Organizing Committee for guidance and support in completing the voting process.
4. Result of vote counting
- a) The Vote Counting Committee is responsible for checking the results of E-Voting to record the voting results of all Shareholders/Representatives attending and voting at the Online Meeting.
  - b) Voting results will be determined for each item of the Agenda and calculated as a percentage (%) rounded to two (02) decimal places.
  - c) The voting results will be recorded in the Minutes of vote counting and announced immediately by the Vote Counting Committee during the Online Meeting. The Minutes of vote counting will be signed by the members of the Vote Counting Committee to

confirm its accuracy, clarity and compliance with the principles and order of vote counting.

- d) The Minutes of vote counting must clearly specify the following contents:
- The total number of shares with voting rights of all Shareholders who attended and casted their votes at the Online Meeting;
  - Total number of shares that voted “Approve”, “Disapprove” and “Abstain” for each voting item and the corresponding percentage (%) of the total number of shares of all Shareholders who attended and casted their votes at the Online Meeting; and
  - Issues which have been approved by the AGM.

#### **ARTICLE 12. PASSING RESOLUTIONS OF THE AGM**

Resolutions of the AGM on Agenda issues presented at the Online Meeting shall be passed in accordance with the specific percentage as specified in the Article 21 of the Charter.

#### **ARTICLE 13. MINUTES OF MEETING**

1. All contents at the Online Meeting shall be recorded by the Secretariat in the Minutes of meeting.
2. The Minutes of meeting of the AGM must be announced to and approved by the AGM before the closing of the AGM.

### **CHAPTER IV IMPLEMENTATION**

#### **ARTICLE 14. IMPLEMENTATION TERM**

This Regulation shall take effect upon the date of signing by the Chairperson and shall be applied at the 2026 Annual General Meeting of Shareholders of Vietnam Livestock Corporation-JSC held on April 20<sup>th</sup>, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS



**MAI KIEU LIEN**

Chairwoman

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**VIETNAM LIVESTOCK CORPORATION – JSC**

Address: 519 Minh Khai, Vinh Tuy Ward, Hanoi City

Telephone: 024.38626769 - Fax: 024.38623645

Website: [www.vilico.vn](http://www.vilico.vn)



**CHARTER  
OF VIETNAM LIVESTOCK CORPORATION –  
JOINT STOCK COMPANY**

Hanoi, day .. month year 2026

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## INTRODUCTION

This Charter is approved pursuant to Resolution No. 01/VLC/NQ-AGM of the 2026 Annual General Meeting of Shareholders dated April 20, 2026 of Vietnam Livestock Corporation – Joint Stock Company.

### CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:
  - a. **“Shareholder”** means an individual or organization owning at least one share of the Corporation;
  - b. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements from time to time;
  - c. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements from time to time;
  - d. **“Law on Investment”** means the Law on Investment No. 143/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on December 11, 2025, and its amendments and supplements from time to time;
  - e. **“Business Day”** means a day (excluding Saturdays, Sundays, or public holidays as prescribed by law) on which banks in Vietnam are open for business;
  - f. **“Establishment Date”** means the date on which the Corporation is first granted its Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);
  - g. **“Decree 155”** means Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government, effective from September 11, 2025, and other amendments and supplements from time to time;
  - h. **“Related Person”** means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - i. **“Legal Representative”** means an individual representing the Corporation to exercise the rights and obligations arising from the Corporation’s transactions, representing the Corporation as the petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration or Courts, and performing other rights and obligations in accordance with law;
  - j. **“Executive Officers”** means the General Director, Deputy General Directors, and Chief Accountant;
  - k. **“Manager”** means company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General

Directors;

- l. “**Stock Exchange**” means the Vietnam Stock Exchange and its subsidiaries;
  - m. “**Independent Member of the Board of Directors**” means a member as defined in Clause 2, Article 155 of the Law on Enterprises;
  - n. “**Non-executive Member of the Board of Directors**” means a member of the Board of Directors who is not an Executive;
  - o. “**Corporation**” means Vietnam Livestock Corporation – Joint Stock Company;
  - p. “**Vietnam**” means the Socialist Republic of Vietnam;
  - q. “**Charter Capital**” means the total par value of all issued shares of all classes as prescribed in Article 6 of this Charter;
  - r. “**VSDC**” means the Vietnam Securities Depository and Clearing Corporation;
  - s. “**Contact Address**” means the registered head office address in the case of an organization; or the permanent residence, workplace, or another address registered by an individual with the Company as a contact address.
2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacements thereto.
  3. The headings (Chapters, Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of this Charter.
  4. Words or definitions defined in the Law on Enterprises and the Law on Securities (if not inconsistent with the subject or context) shall have the same meanings in this Charter.

## **CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE CORPORATION**

### **Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, and Duration of Operation of the Corporation**

1. Name of the Corporation
  - Vietnamese name: VIETNAM LIVESTOCK CORPORATION – JOINT STOCK COMPANY
  - Foreign name: VIETNAM LIVESTOCK CORPORATION – JOINT STOCK COMPANY
  - Abbreviated name: VILICO
2. The Corporation is a joint stock company with legal personality in accordance with the applicable laws of Vietnam.
3. The registered head office of the Corporation is:
  - Head office address: No. 519 Minh Khai Street, Vinh Tuy Ward, Hanoi City, Vietnam.
  - Tel: (0243) 8626763 / 8626769
  - Fax: (0243) 8623645
  - E-mail: [Vilico@vilico.vn](mailto:Vilico@vilico.vn)
  - Website: <http://www.vilico.vn>

4. The Corporation may establish branches and representative offices in its business areas to achieve its operational objectives, in accordance with decisions of the Board of Directors and within the scope of applicable laws and this Charter.
5. Unless terminated in accordance with Article 54 of this Charter, the duration of operation of the Corporation shall commence from the Establishment Date and shall be indefinite.

### **Article 3. Legal Representative of the Corporation**

1. The Corporation shall have one (01) Legal Representative. The Legal Representative of the Corporation shall be the General Director, unless otherwise decided by the General Meeting of Shareholders.  
The Legal Representative must reside in Vietnam and shall authorize another person in writing to exercise the rights and obligations of the Legal Representative when exiting Vietnam. In such case, the Legal Representative shall remain responsible for the performance of the authorized rights and obligations.
2. In the event that the authorization period specified in Clause 1 of this Article expires and the Legal Representative has not returned to Vietnam and no further authorization is granted, the authorized person shall continue to exercise the rights and obligations of the Legal Representative until the Legal Representative returns to work at the Corporation or until the Board of Directors appoints another person as the Legal Representative.
3. In the event that the Legal Representative is absent from Vietnam for more than 30 days without authorizing another person, or has authorized another person but such authorization has expired for more than 30 days, or the Legal Representative of the Corporation dies, is missing, is subject to criminal prosecution, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory detoxification center or compulsory education institution, has limited or lost civil act capacity, has difficulties in cognition or control of behavior, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain jobs, the Board of Directors of the Corporation shall decide to appoint another person as the Legal Representative of the Corporation.

## **CHAPTER III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE CORPORATION**

### **Article 4. Objectives of Operation of the Corporation**

1. The business lines of the Corporation are:

<b>No.</b>	<b>Business line</b>	<b>VSIC Code</b>
1.	Raising of buffaloes and cows and breeding of buffaloes and cows	0141
2.	<b>Raising of pigs and breeding of pigs (Main business line)</b>	0145
3.	Processing and preserving of meat and meat products	1010
4.	Processing of milk and dairy products	1050

5.	Warehousing and storage	5210
6.	Trading of real estate and land use rights owned, used or leased <b>Business Details:</b> Real estate business (only engaging in business activities that are permitted for enterprises with foreign-invested capital under the provisions of law).	6810

During its operation, the Corporation may register additional business lines or change its objectives and business lines, subject to full compliance with the Law on Enterprises and relevant regulations, in order to expand its business activities.

2. The objectives of the Corporation are:
- a. To continuously enhance the interests of the Shareholders;
  - b. To maximize the operational efficiency of the corporate group, including the parent company (Head Office and its affiliated units), subsidiaries, and affiliated companies;
  - c. To accumulate capital for the development of the Corporation's production and business activities. To build the Corporation (parent-subsidary group) into a stable and steadily growing organization in all aspects;
  - d. Production activities: to produce high-quality goods (breeding stock and commercial livestock products, processed products). To develop the livestock sector in general on a stable and sustainable basis;
  - e. Trading and commercial activities: to operate profitably. To preserve and develop capital. To gradually expand and develop at a macro level in trading activities, and diversify business products;
  - f. To contribute to the implementation of the country's socio-economic development objectives.

#### Article 5. Business Scope and Operations of the Corporation

1. The Corporation is permitted to conduct business activities in accordance with the business lines stipulated in this Charter, which have been duly registered, updated with the business registration authority, and disclosed on the National Business Registration Portal.
2. In case the Corporation engages in conditional business lines, it must satisfy all applicable business conditions in accordance with the Law on Investment, the Law on Securities, and other relevant specialized laws.

### CHAPTER IV. CHARTER CAPITAL AND SHARES

#### Article 6. Charter Capital and Shares

1. The Charter Capital of the Corporation is: VND 2,124,916,110,000 (in words: Two trillion one hundred twenty-four billion nine hundred sixteen million one hundred ten thousand Vietnamese dong).  
The total Charter Capital of the Corporation is divided into 212,491,611 shares with a par value of VND 10,000 per share.
2. The Corporation may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

- 3 All shares of the Corporation at the time of passing of this Charter are ordinary shares. The rights and obligations of Shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.
- 4 The Corporation may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
- 5 Newly issued ordinary shares shall be offered for sale with priority to existing Shareholders in proportion to their respective holdings of ordinary shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders, any shares not subscribed for by Shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to Shareholders and other persons on terms not more favorable than those offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders.
- 6 The Corporation may repurchase its own issued shares in accordance with the methods stipulated in this Charter and applicable laws.
- 7 The Board of Directors shall decide on the timing, method, and offering price of shares. The offering price shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except in the following cases:
- a. Shares offered to all Shareholders in proportion to their existing shareholdings in the Corporation;
  - b. Shares offered to brokers or underwriters. In such case, the specific discount or discount rate must be approved by the General Meeting of Shareholders;
  - c. Shares offered to employees under an ESOP, subject to conditions set out in Article 64 of Decree 155 and/or other cases of private placement as approved by the General Meeting of Shareholders;
  - d. Other issuance cases as approved by resolutions of the General Meeting of Shareholders from time to time.

#### **Article 7. Share Certificates**

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the Corporation's share capital. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submission of a complete application for transfer of share ownership in accordance with the Corporation's regulations, or from the date of full payment for the shares in accordance with the Corporation's share issuance plan, or within another period as specified in the issuance terms, the owner of such shares shall be issued a share certificate. The shareholder shall not bear the cost of printing the share certificate.  
  
This provision shall not apply in cases where the Corporation's shares are listed/registered for trading on a centralized securities market and the Shareholder has registered the deposited shares in a securities trading account opened at a lawfully operating securities company in Vietnam.
4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the Shareholder shall be re-issued a share certificate by the Corporation upon request. Such request must include the following contents:

- a. Information on the share certificate that has been lost, damaged, or otherwise destroyed;
- b. A commitment to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

#### **Article 8. Other Securities**

The Corporation may issue other types of securities in accordance with applicable laws and this Charter.

#### **Article 9. Transfer of Shares**

1. All fully paid shares shall be freely transferable unless otherwise provided by this Charter, resolutions of the General Meeting of Shareholders relating to the issuance, or applicable laws. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid shall not be transferable and shall not be entitled to related rights and benefits such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to subscribe for newly issued shares, and other rights and benefits in accordance with the law.

#### **Article 10. Share Forfeiture**

1. In the event that a Shareholder fails to fully and timely pay the amount payable for subscribed shares, the Board of Directors shall notify and has the right to require such Shareholder to pay the outstanding amount and to be liable corresponding to the total par value of the subscribed shares for the financial obligations of the Corporation arising from such non-payment.
2. The payment notice must specify a new payment deadline (at least seven (07) days from the date of the notice), the place of payment, and clearly state that failure to comply will result in forfeiture of the unpaid shares.
3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid if the requirements stated in the above notice are not fulfilled.
4. Forfeited shares shall be deemed shares available for offering as prescribed in Point c, Clause 3, Article 113 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or reallocation of such shares under terms and conditions it deems appropriate.
5. A Shareholder whose shares are forfeited shall cease to be a Shareholder in respect of those shares but shall remain liable corresponding to the total par value of the subscribed shares for the financial obligations of the Corporation arising at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until payment is made. The Board of Directors has full authority to decide on the enforcement of payment of the full value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in sending such notice.

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**CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**

**Article 11. Organizational structure, governance and control**

The organizational structure for management, governance, and control of the Corporation comprises:

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

**CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

**Article 12. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:
  - a. To attend and speak at the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or by other methods as prescribed by law and suitable to the operational conditions of the Corporation. Each ordinary share carries one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To be given priority to subscribe for new shares in proportion to each shareholder's ownership of ordinary shares in the Corporation;
  - d. To freely transfer their shares to others, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;
  - e. To examine, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information;
  - f. To examine, look up, extract or copy the Charter of the Corporation, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. Upon dissolution or bankruptcy of the Corporation, to receive a portion of the remaining assets corresponding to their shareholding in the Corporation;
  - h. To request the Corporation to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same class confers equal rights, obligations and benefits on its holder. Where the Corporation has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and ad hoc information disclosed by the Corporation in accordance with law;
  - k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:
  - a. To request the Board of Directors to convene a General Meeting of Shareholders in cases where the Board of Directors seriously violates shareholders' rights, breaches the obligations of managers or makes decisions beyond its authority, and/or in other cases as prescribed by law and the Charter of the Corporation;
  - b. To examine, look up, and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Corporation's trade secrets and business secrets;
  - c. To request the Board of Supervisors to inspect specific matters related to the management and operation of the Corporation when deemed necessary. Such request must be made in writing and include the following details: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification, and head office address of organizational shareholders; number of shares and registration date of shares of each shareholder, total number of shares held by the group of shareholders and their ownership ratio in the total shares of the Corporation; the matters to be inspected and the purpose of the inspection;
  - d. To propose matters to be included in the agenda of the General Meeting of Shareholders;
  - e. To nominate candidates to the Board of Directors and the Board of Supervisors;
  - f. Other rights as prescribed by law and this Charter.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. Pay in full and on time for the shares committed to be purchased
2. To provide full and accurate contact address when registering to subscribe for shares.
3. Not to withdraw the contributed capital represented by ordinary shares from the Corporation in any form, except where such shares are repurchased by the Corporation or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this clause, such shareholder and any related persons in the Corporation shall be jointly liable for the debts and other property obligations of the Corporation within the value of the withdrawn shares and any damages incurred.
4. To comply with the Charter of the Corporation and its internal management regulations.
5. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. To keep confidential the information provided by the Corporation in accordance with the Charter and applicable laws; to use such information only for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy, or distribute such information to any organization or individual.
7. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. To attend and vote directly at the meeting;

- b. To authorize another individual or organization to attend and vote at the meeting;
  - c. To attend and vote via online conference, electronic voting, or other electronic forms;
  - d. To send voting ballots to the meeting by express mail, fax, or email;
  - e. To send voting ballots by other means as prescribed by law and in line with the Corporation's implementation conditions;
8. To bear personal responsibility when acting in the name of the Corporation in any form to carry out any of the following acts:
- a. Violating the law;
  - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c. Paying debts that are not yet due in the presence of financial risks to the Corporation.
9. To fulfill other obligations as prescribed by applicable laws.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Corporation. The General Meeting of Shareholders shall convene an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings may be convened. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter of the Corporation, in particular approving the audited annual financial statements. In the event that the audit report on the Corporation's annual financial statements contains material exceptions, a qualified opinion, an adverse opinion, or a disclaimer of opinion, the Corporation must invite a representative of the approved auditing firm that conducted the audit of the Corporation's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When the Board of Directors deems it necessary for the interests of the Corporation;
  - b. When the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
  - c. When the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in this Charter; or when the number of independent members of the Board of Directors is reduced and no longer meets the minimum requirement as prescribed by law and this Charter;
  - d. Upon request of a shareholder or a group of shareholders holding 5% or more of the total ordinary shares; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the full signatures of the relevant shareholders, or

be made in multiple documents collectively bearing the signatures of the relevant shareholders;

- e. Upon request of the Board of Supervisors;
- f. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

The Board of Directors must (1) convene a General Meeting of Shareholders within thirty (30) days from the date on which the circumstances specified in Point b, Clause 3 of this Article arise or from the date of receipt of the requests specified in Points d and e, Clause 3 of this Article; or (2) convene a General Meeting of Shareholders within sixty (60) days from the date on which the circumstances specified in Point c, Clause 3 of this Article arise.

- a. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following thirty (30) days, the Board of Supervisors must replace the Board of Directors in convening the General Meeting of Shareholders;
- b. In the event that 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 specified in Point c, Clause 3 of this Article shall have the right to represent the Corporation in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority or another competent authority in accordance with law to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Corporation. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

- c. The person convening the General Meeting of Shareholders must perform the duties 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 shall have the following rights and obligations:
  - a. To approve the development orientation of the Corporation;
  - b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide the annual dividend rate for each type of share;
  - c. To elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;
  - d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Corporation;
  - e. To decide on amendments to and supplements of the Charter of the Corporation;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total issued shares of each class;
  - h. To review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Corporation and its shareholders;

- i. To decide on the reorganization or dissolution of the Corporation;
  - j. To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - k. To approve the Internal regulations on corporate governance, the operating regulations of the Board of Directors and the Board of Supervisors;
  - l. To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Corporation's operations; and to dismiss the approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. The annual business plan of the Corporation;
  - b. The audited annual financial statements;
  - c. The report of the Board of Directors on its governance and performance, and on the performance of each member of the Board of Directors;
  - d. The report of the Board of Supervisors on the Corporation's business performance and on the performance of the Board of Directors and the General Director;
  - e. The self-assessment report on the performance of the Board of Supervisors and its members;
  - f. The dividend rate for each class of shares;
  - g. The number of members of the Board of Directors and the Board of Supervisors;
  - h. The election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors;
  - i. The decision on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - j. The approval of the list of approved auditing firms; and the decision on the approved auditing firm to audit the Company's operations when deemed necessary;
  - k. Amendments to and supplements of the Company's Charter;
  - l. The types of shares and the number of new shares to be issued for each type, and the transfer of shares of founding shareholders within the first three (03) years from the Establishment Date;
  - m. The division, separation, consolidation, merger, or conversion of the Corporation;
  - n. The reorganization and dissolution (liquidation) of the Corporation and the appointment of liquidators;
  - o. Decisions on investment or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Corporation;
  - p. Decisions on the repurchase of more than 10% of the total issued shares of each class;
  - q. The Corporation entering into contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation as recorded in the most recent financial statements;
  - r. Approval of transactions as prescribed in Clause 84, Article 1 of Decree No. 245/2025;
  - s. Approval of the Internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;

- t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters 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. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must present the power of attorney upon registration for attendance. In the case of re-authorization, the attendee must additionally provide the original power of attorney of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized representative attending the meeting within the scope of authorization shall remain valid even in the occurrence of any of the following events, except where:
  - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
  - b. The authorizing person has revoked the authorization;
  - c. The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply if the Corporation has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 17. Changes to Rights**

1. Any change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders that adversely alters the rights and obligations of holders of preferred shares may only be passed if approved by shareholders holding the same class of preferred shares representing at least 75% of the total outstanding shares of that class, or, in the case of a resolution adopted in writing, if approved in writing by shareholders holding at least 75% of the total outstanding shares of that class.
2. The organization of a meeting of shareholders holding a class of preferred shares to approve the above changes shall only be valid if at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class are present. If the required number of representatives is not met, the meeting shall be

reconvened within thirty (30) days, and all holders of shares of that class (regardless of number of persons or shares) attending in person or through authorized representatives shall be deemed to constitute a valid quorum. At such meetings of preferred shareholders, those present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall follow the provisions of Articles 19, 20, and 21 of this Charter.
4. Unless otherwise specified in the terms of share issuance, the special rights attached to preferred shares regarding some or all matters related to the distribution of the Corporation's profits or assets shall not be altered when the Corporation issues additional shares of the same class.

#### **Article 18. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene both annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting 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 the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days prior to the date of sending the meeting notice. The Corporation must publicly disclose information regarding the preparation of the list of shareholders entitled to attend the meeting at least twenty (20) days before the record date;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare the documents for the meeting;
  - d. Draft the resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;
  - e. Determine the time and venue of the meeting;
  - f. Notify and send the meeting notice to all shareholders entitled to attend;
  - g. Perform other tasks in preparation for the General Meeting of Shareholders.
3. The notice of the General Meeting of Shareholders may be sent to all shareholders by express mail, email, phone message, fax, and/or other communication methods to ensure delivery to the shareholders' contact addresses. Concurrently, the meeting notice shall also be posted on the Corporation's website, the State Securities Commission, and the Stock Exchange where the Corporation's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of entitled shareholders no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or delivered). The meeting agenda and documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Corporation's website. If the documents are not sent together with the meeting notice, the notice must clearly indicate the link to access all meeting documents. The meeting documents include:
  - a. The agenda and documents used in the meeting;

- b. The list and detailed information of candidates in the case of elections for members of the Board of Directors or the Board of Supervisors;
  - c. Voting ballots;
  - d. Draft resolutions for each matter on the agenda.
4. Shareholders or a group of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Corporation no later than seven (07) Working Days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held, and the matters proposed to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse a proposal under Clause 5 of this Article if it falls under any of the following cases:
  - a. The proposal is submitted in a manner not in accordance with Clause 5 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
  - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal under Clause 5 of this Article in the draft agenda and content of the meeting, except in the cases specified in Clause 6 of this Article; the proposal shall be officially included in the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 19. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders may be held when shareholders and authorized representatives attending the meeting represent more than 50% of the total voting shares.
2. If the first meeting does not meet the quorum requirement specified in Clause 1 of this Article, a notice for the second meeting shall be sent within thirty (30) days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders may be held when shareholders attending the meeting represent at least 33% of the total voting shares.
3. If the second meeting does not meet the quorum requirement specified in Clause 2 of this Article, a notice for the third meeting shall be sent within twenty (20) days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders may be held regardless of the total voting shares represented by the attending shareholders.

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

1. Before the opening of the meeting, the Corporation must carry out the registration procedure for shareholders attending the General Meeting of Shareholders.
2. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:
  - a. The Chairman of the Board of Directors shall act as the chairperson or may authorize another member of the Board of Directors to chair the General Meeting of Shareholders

- convened by the Board. In the event the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one of them as chairperson by majority vote. If no chairperson is elected, the Head of the Board of Supervisors shall preside over the election of the chairperson by the General Meeting of Shareholders from among the attendees, with the person receiving the highest number of votes serving as chairperson;
- b. Except as provided in Point a of this Clause, the person who signed the notice of the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect the chairperson, with the person receiving the highest number of votes serving as chairperson;
  - c. The chairperson shall appoint one or more persons as secretary of the meeting;
  - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the chairperson.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically specify the time allocated for each item on the agenda.
4. The chairperson of the meeting shall have 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, including:
- a. Arranging seating at the meeting venue;
  - b. Ensuring the safety of all persons present at the meeting venue;
  - c. Facilitating shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and apply all necessary measures. Such measures may include issuing admission passes or using other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by casting votes of “agree,” “disagree,” or “abstain.” The results of the vote counting shall be announced by the chairperson immediately before the closing of the meeting.
6. Shareholders or authorized representatives arriving after the meeting has commenced may still register and exercise their voting rights immediately after registration; in such cases, the validity of matters already voted on prior to their registration shall remain unaffected.
7. The person convening the meeting or the chairperson of the General Meeting of Shareholders shall have the following rights:
- a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
  - b. To request competent authorities to maintain order at the meeting; to remove from the meeting any person who does not comply with the chairperson’s authority, intentionally disrupts the meeting, obstructs the normal progress of the meeting, or fails to comply with security inspection requirements.
8. The chairperson shall have the right to postpone the General Meeting of Shareholders, provided that a quorum of registered attendees has already been met, for no more than three (03) Working Days from the originally scheduled opening date. The chairperson may only postpone the meeting or change the venue in the following cases:

- a. The meeting venue does not have sufficient seating for all attendees;
  - b. The communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote;
  - c. There are attendees obstructing or disrupting the meeting, creating a risk that the meeting cannot be conducted fairly and legally.
9. In the event that the chairperson postpones or temporarily suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall remain valid and enforceable.
10. In cases where the Corporation applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Corporation shall ensure that shareholders can attend and vote by electronic ballot or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree 155.

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

1. Resolutions on the following matters shall be passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1, Article 17; Clause 2, Article 21; Clause 8, Article 22 of this Charter; and in the case of the election of members of the Board of Directors or the Board of Supervisors:
  - a. Amendments or supplements to the contents of the Corporation's Charter;
  - b. Types of shares and the total number of shares of each type;
  - c. Issuance of shares to increase charter capital;
  - d. Changes in industries, trades, and business sectors;
  - e. Changes in the organizational management structure of the Corporation;
  - f. Investment projects or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Corporation;
  - g. Reorganization or dissolution of the Corporation.
2. Other resolutions shall be passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1, Article 17; Clause 8, Article 22 of this Charter; and in the case of the election of members of the Board of Directors or the Board of Supervisors.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting the resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for obtaining Shareholders' written consent to approve Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholders' written consent to approve resolutions of the General Meeting of Shareholders shall be conducted in accordance with the following provisions:

1. The Board of Directors has the right to obtain shareholders' written consent to approve resolutions of the General Meeting of Shareholders when deemed necessary in the interest of the Corporation, specifically including:
  - a. To amend or supplement the contents of the Corporation's Charter;
  - b. To set the development orientation of the Corporation;
  - c. The Corporation issuing additional shares (through private placement and/or public offering) to increase the Charter Capital;
  - d. The Corporation issuing convertible bonds or bonds with warrants;
  - e. The types of shares and the total number of shares of each type;
  - f. To decide the term of the Board of Directors and the Board of Supervisors, and changing the number of members of the Board of Directors or the Board of Supervisors for the current term;
  - g. To elect, dismiss, or remove members of the Board of Directors and the Board of Supervisors;
  - h. To decide to invest in or sell assets with a value equal to or greater than 35% of the total assets recorded in the Corporation's most recent consolidated financial statements;
  - i. To approve the annual financial statements;
  - j. To change business lines, sectors, or fields of operation; changing the organizational management structure of the Corporation;
  - k. To reorganize or dissolve the Corporation;
  - l. All other matters within the authority of the General Meeting of Shareholders of the Corporation as prescribed by law and by this Charter.
2. The Board of Directors must prepare the voting forms, the draft resolutions of the General Meeting of Shareholders, and explanatory documents regarding the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the voting forms. The requirements and procedures for sending the voting forms and accompanying documents shall be carried out in accordance with Clause 3, Article 18 of this Charter.
3. The voting form must include the following principal contents:
  - a. Name, address of the head office, and business registration number;
  - b. Purpose of obtaining shareholders' consent;
  - c. Full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for corporate shareholders; or full name, contact address, nationality, and legal document number of the individual representing the corporate shareholder; the number of shares of each type and the number of voting rights of the shareholder;
  - d. Issues on which shareholders' consent is sought for approval;
  - e. Voting options, including approval, disapproval, or no opinion, for each issue;
  - f. Deadline for returning the completed voting form to the Corporation;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return the completed voting forms to the Corporation by mail, fax, or email under the following conditions:

- a. In the case of express mail, the completed voting form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The voting form returned by express mail must be placed in a sealed envelope, which shall not be opened by anyone prior to the vote counting;
  - b. In the case of fax or email, the voting form returned to the Corporation must remain confidential until the vote counting;
  - c. Voting forms returned after the deadline specified on the voting form, or forms that have been opened in the case of mail or disclosed in the case of fax or email, are considered invalid. Voting forms not returned are regarded as non-participating in the vote.
5. The Board of Directors shall establish a Vote-Counting Committee to conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a management position in the Corporation. The vote counting minutes must include the following principal contents:
- a. Name, address of the head office, and business registration number;
  - b. Purpose and issues on which shareholders' consent is sought to approve the resolutions;
  - c. Number of shareholders with the total number of voting rights participating in the vote, distinguishing between valid and invalid votes, and the method by which the voting forms were submitted, together with an annexed list of participating shareholders;
  - d. Total number of votes in agree, disagree and abstentions for each issue;
  - e. Issues that have been approved and the corresponding approval rate;
  - f. Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote supervisors.
- Members of the Board of Directors, Vote-Counting Committee, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions approved based on vote counting that is untruthful or inaccurate.
6. The vote counting minutes and the resolutions must be sent to the shareholders within fifteen (15) days from the date of vote counting completion. Sending the vote counting minutes and resolutions may be replaced by publishing them on the Corporation's website within twenty-four (24) hours from the completion of the vote counting.
7. The completed voting forms, vote counting minutes, approved resolutions, and related documents accompanying the voting forms must be kept at the Corporation's head office.
8. A resolution approved in the form of shareholders' written consent shall be valid if approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it shall have the same legal effect as a resolution approved at a General Meeting of Shareholders.

**Article 23. Resolutions, minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must include the following principal contents:
  - a. Name, address of the head office, and business registration number;

- b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and contents of the meeting;
  - d. Full names of the chairperson and the secretary;
  - e. Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders on each issue on the agenda;
  - f. Number of shareholders and the total number of voting rights of shareholders attending the meeting, with an annex listing registered shareholders and representatives attending the meeting, showing the number of shares and corresponding voting rights;
  - g. Total votes for each issue, clearly indicating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding ratio over the total voting rights of all attending and voting shareholders at the meeting;
  - h. Issues approved and the corresponding approval rates;
  - i. Full names and signatures of the chairperson and the secretary. In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and if the minutes include all contents as prescribed in this clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
  3. Minutes prepared in both Vietnamese and a foreign language shall have the same legal effect. In case of discrepancies between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.
  4. The resolutions, minutes of the General Meeting of Shareholders, annexes listing registered shareholders attending the meeting with shareholders' signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting notice must be publicly disclosed in accordance with the legal regulations on information disclosure in the securities market and must be kept at the Corporation's head office.

#### **Article 24. Request to annul a Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of a resolution, the minutes of the General Meeting of Shareholders, or the vote counting minutes of shareholders' written consent, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violates the provisions of the Law on Enterprises and the Company's Charter, except for the case stipulated in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

## CHAPTER VII. BOARD OF DIRECTORS

### Article 25. Nomination and candidacy of members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Corporation must publicly disclose information related to such candidates on the Corporation's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders, so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed, and must commit to performing their duties honestly, diligently, and in the best interest of the Corporation if elected as members of the Board of Directors. The information disclosed regarding candidates for the Board of Directors shall include:
  - a. Full name, date, month, and year of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other management positions held (including positions on the Board of Directors of other companies);
  - e. Interests related to the Corporation and related parties of the Corporation;
  - f. Other relevant information (if any);
  - g. The Corporation shall be responsible for disclosing information on companies in which the candidates hold positions as members of the Board of Directors, other management positions, and interests related to the candidate's companies (if any).
2. Shareholders or a group of shareholders holding 5% or more of the total common shares shall have the right to nominate candidates for the Board of Directors, specifically as follows: Shareholders or a group of shareholders holding from 5% to under 10% of the total common shares may nominate one (01) candidate; from 10% to under 30%, up to two (02) candidates; from 30% to under 40%, up to three (03) candidates; from 40% to under 50%, up to four (04) candidates; from 50% to under 60%, up to five (05) candidates; from 60% to under 70%, up to six (06) candidates; from 70% to under 80%, up to seven (07) candidates; from 80% to under 90%, up to eight (08) candidates; and from 90% or more of the total common shares, up to nine (09) candidates.
3. In the event that the number of candidates for the Board of Directors, through nomination and application, still does not meet the required number, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. Any additional candidates introduced by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders' vote for the election of members of the Board of Directors, in accordance with legal regulations.
4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises.

### Article 26. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors shall be five (05).

2. The term of the Board of Directors shall not exceed five (05) years. The specific term, as well as any shortening or extension of the term, shall be decided by the General Meeting of Shareholders.  
The term of office of each member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. In the case of a member elected to fill a vacancy or replace a dismissed/resigned member during the term, the term of such member shall be the remaining period of the Board of Directors' term. An individual may only serve as an Independent Member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors complete their term simultaneously, those members shall continue to serve on the Board until new members are elected to replace them and take over the duties.
3. The composition of the Board of Directors shall be as follows: The Board of Directors of the Corporation must ensure at least one (01) member is an Independent Member of the Board of Directors and at least one (01) member is a Non-Executive Member of the Board of Directors. The Corporation shall limit the number of members concurrently holding executive positions to ensure the independence of the Board of Directors.
4. A member of the Board of Directors shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with legal regulations on securities and the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Corporation.

**Article 27. Powers and duties of the Board of Directors**

1. The Board of Directors is the management body of the Corporation, with full authority to act on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors are governed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. To decide on the strategy, medium-term development plans, and annual business plans of the Corporation;
  - b. To propose the types of shares and the total number of shares authorized to be offered for each type;
  - c. To decide on the sale of unsold shares within the authorized offering limit for each type; decide on raising additional capital through other forms;
  - d. To decide the selling price of the Corporation's shares and bonds;
  - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and investment projects within the authority and limits prescribed by law;

- g. To decide on market development, marketing, and technology strategies;
  - h. To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value equal to or exceeding 35% of the total assets recorded in the Corporation's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders in accordance with Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. To elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, enter into contracts, or terminate contracts with the General Director and Managers; decide on salaries, remuneration, bonuses, and other benefits of the Managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and decide their remuneration and other benefits;
  - j. To supervise and direct the General Director and Managers in the daily business operations of the Corporation;
  - k. To decide on the organizational structure and internal management regulations of the Corporation; decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions or share purchases in other enterprises;
  - l. To approve programs and materials for the General Meeting of Shareholders, convene the General Meeting, or obtain written consent from shareholders to approve resolutions;
  - m. To submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. To propose the dividend rate; decide on the timing and procedures for dividend payment or treatment of losses incurred in the business operations;
  - o. To propose the reorganization, dissolution, or bankruptcy of the Corporation;
  - p. To decide on issuing the Regulations on the Operation of the Board of Directors, the Internal regulations on corporate governance after approval by the General Meeting of Shareholders, and the Corporation's regulations on information disclosure;
  - q. Other powers and duties under the Law on Enterprises, the Law on Securities, other relevant laws, and the Corporation's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of Decree 155.

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

1. The Corporation has the right to pay remuneration and bonuses to members of the Board of Directors based on the business results and performance of the Corporation.
2. Members of the Board of Directors are entitled to receive remuneration and bonuses. Remuneration is calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Corporation in accordance with the corporate income tax law, presented as a

- separate item in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members serving on Board committees, or performing tasks beyond the normal scope of duties of a Board of Directors member, may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing, or in other forms as decided by the Board of Directors.
  5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meals, and other reasonable expenses incurred while performing their duties as Board of Directors members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.
  6. Members of the Board of Directors may be provided with liability insurance by the Corporation upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of the law or the Corporation's Charter by the Board members.

**Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following powers and duties:
  - a. To develop the program and operational plan of the Board of Directors;
  - b. To prepare the agenda, contents, and materials for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. To organize the adoption of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation of the Board of Directors' resolutions and decisions;
  - e. To preside over meetings of the General Meeting of Shareholders;
  - f. Other powers and duties as prescribed by the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal notice.

In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must provide a written authorization to another member to exercise the powers and duties of the Chairman in accordance with the principles set out in the Company's Charter. If there is no authorized person, or if the Chairman of the Board of Directors dies, is missing, is detained, serving a prison sentence, serving a compulsory administrative measure at a drug rehabilitation facility or an educational institution, absconds, has restricted or lost civil capacity, has cognitive or behavioral impairments, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one of the members to act as Chairman of the Board by majority vote of the remaining members until a new decision of the Board of Directors is made.

**Article 30. Meetings 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 seven (07) Working Days from the date of the completion of the Board of Directors' election. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event that more than one (01) member receives the same highest number of votes or voting ratio, the members shall vote by majority to select one (01) of them to convene the Board of Directors' meeting.
2. The Board of Directors must meet at least once (01) per quarter and may hold extraordinary meetings as necessary.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon request of the Board of Supervisors or an Independent Member of the Board of Directors;
  - b. Upon request of the General Director or at least five (05) Managers;
  - c. Upon request of at least two (02) members of the Board of Directors;
  - d. Other cases as prescribed in the Charter (if any).
4. Any request under Clause 3 of this Article must be made in writing, specifying the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene the Board meeting within seven (07) Working Days from the date of receipt of the request under Clause 3. In the event that the Chairman fails to convene the meeting as requested, the Chairman shall be responsible for any damages incurred by the Corporation; the requester has the right to convene the Board meeting in place of the Chairman.
6. The Chairman of the Board of Directors or the person convening the meeting must send a meeting notice at least three (03) Working Days prior to the meeting. The meeting notice must specify the exact time and location of the meeting, the agenda, the issues to be discussed and decided, and must include the materials for the meeting and the voting forms of the members. The meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Corporation's Charter, and must be delivered to the registered contact address of each Board member on file with the Corporation.
7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting notice and accompanying materials to members of the Board of Supervisors in the same manner as for Board members.

Members of the Board of Supervisors have the right to attend Board meetings; they may participate in discussions but shall not vote.
8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. In the event that a meeting convened under this provision does not meet the quorum, a second meeting may be convened within seven (07) days from the originally scheduled date. In such case, the meeting shall be conducted if more than half of the Board members are present.
9. A member of the Board of Directors shall be considered present and entitled to vote at the meeting in the following cases:
  - a. Attending and voting in person at the meeting;

- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;
  - d. Submitting a voting form to the meeting via express mail, fax, or email;
  - e. Submitting a voting form by other means that comply with legal regulations and the circumstances of the Corporation.
10. In the case of submitting voting forms to the meeting via express mail, the voting form must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the meeting starts. Voting forms shall only be opened in the presence of all attendees.
  11. Members are required to attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the Board of Directors.
  12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of members present at the meeting. In the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

**Article 31. Committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees to oversee policies on development, human resources, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors but must include at least three (03) members, comprising members of the Board of Directors and external members. In exercising the delegated powers, the committees must comply with regulations issued by the Board of Directors. These regulations may adjust or allow the inclusion of individuals who are not members of the Board of Directors into the aforementioned committees and grant such individuals voting rights as committee members, provided that (a) the number of external members does not exceed half of the total number of committee members; and (b) a committee resolution is valid only if it is approved by the majority of members present and voting at the committee meeting.
2. The implementation of decisions by the Board of Directors, or by committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and the Corporation's internal corporate governance regulations.

**Article 32. Corporate governance officer of the Corporation**

1. The Board of Directors must appoint at least one (01) person as the Corporate Governance Officer to assist in the corporate governance activities of the Corporation. The Corporate Governance Officer may concurrently serve as the Corporate Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer shall not simultaneously work for an approved audit organization that is auditing the Corporation's financial statements.
3. The Corporate Governance Officer shall have the following powers and duties:

- a. To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters related to the Corporation's interactions with shareholders;
- b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. To advise on the procedures of meetings;
- d. To attend meetings;
- e. To advise on the preparation of Board of Directors' resolutions in compliance with legal regulations;
- f. To provide financial information, copies of Board of Directors' meeting minutes, and other relevant information to members of the Board of Directors and the Supervisory Board;
- g. To supervise and report to the Board of Directors on the Corporation's information disclosure activities;
- h. To act as the primary contact point for stakeholders;
- i. To maintain confidentiality of information in accordance with legal regulations and the Corporation's Charter;
- j. To exercise other powers and duties as prescribed by law and the Corporation's Charter.

## **CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Article 33. Organizational management structure**

The management system of the Corporation must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Corporation. The Corporation shall have one (01) General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

### **Article 34. Executive Officers**

1. Based on the proposal of the General Director and with the approval of the Board of Directors, the Corporation may recruit additional personnel in numbers and with qualifications appropriate to the structure and management regulations of the Corporation as prescribed by the Board of Directors to serve as Executive Officers. Executive Officers shall be responsible for supporting the Corporation in achieving its operational and organizational objectives.
2. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.
3. The salary of Executive Officers shall be recorded as an operating expense of the Corporation in accordance with corporate income tax regulations, presented as a separate item in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

**Article 35. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.
2. The General Director is responsible for managing the day-to-day business operations of the Corporation; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for exercising the assigned rights and fulfilling the assigned duties.
3. The term of the General Director shall not exceed five (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 the Corporation's Charter.
4. The General Director shall have the following powers and duties:
  - a. To decide on matters relating to the day-to-day business operations of the Corporation that are not within the authority of the Board of Directors;
  - b. To organize the implementation of the resolutions and decisions of the Board of Directors;
  - c. To organize the implementation of the Corporation's business plans and investment projects;
  - d. To propose organizational structure plans and internal management regulations of the Corporation;
  - e. To appoint, dismiss, or remove managerial positions within the Corporation, except for positions under the authority of the Board of Directors;
  - f. To decide on salaries and other benefits for employees of the Corporation, including managers appointed under the authority of the General Director
  - g. To recruit employees;
  - h. To propose plans for dividend payments or the treatment of business losses;
  - i. To exercise other powers and duties as prescribed by law, the Corporation's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of Board members with voting rights present at the meeting approve and appoint a new General Director to replace the dismissed person.

**CHAPTER IX. BOARD OF SUPERVISORS**

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

1. The nomination and candidacy of members of the Board of Supervisors shall be conducted in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. In the event that the number of candidates for the Board of Supervisors nominated or proposed does not meet the required number, the incumbent Board of Supervisors may introduce additional candidates or organize nominations in accordance with the Corporation's Charter, the Corporation's Internal regulations on corporate governance and the Board of Supervisors' operational regulations. Any additional candidates introduced 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 legal regulations.

**Article 37. Composition of the Board of Supervisors**

1. The total number of Board of Supervisors members of the Corporation shall be three (03). The term of office of each Board of Supervisors member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that the terms of office of all members expire at the same time and the new Board of Supervisors members have not yet been elected, the outgoing members shall continue to exercise their rights and fulfill their duties until the new members are elected and assume their roles. In the event that a member is elected to supplement or replace a dismissed or removed member during the term, the term of that member shall be the remaining term of the Board of Supervisors.
2. Board of Supervisors members must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall under the following cases:
  - a. Working in the accounting or finance department of the Corporation;
  - b. Being a member or employee of an independent audit firm that has audited the Corporation's financial statements for the three (03) consecutive years immediately preceding the election.
3. A Board of Supervisors member shall be dismissed in the following cases:
  - a. No longer meeting the standards and conditions to serve as a Board of Supervisors member under Clause 2 of this Article;
  - b. Submitting a resignation that is accepted;
  - c. Other cases as prescribed by law and this Charter.
4. A Board of Supervisors member shall be removed in the following cases:
  - a. Failing to complete assigned tasks or duties;
  - b. Failing to exercise his/her rights and duties for six (06) consecutive months, except in cases of force majeure;
  - c. Repeatedly or seriously violating the obligations of a Board of Supervisors member as prescribed by the Law on Enterprises and the Corporation's Charter;
  - d. Other cases as decided by a resolution of the General Meeting of Shareholders.

**Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, or removal shall be conducted by a majority vote. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields related to the business activities of the enterprise.
2. The powers and duties of the Head of the Board of Supervisors include:
  - a. Convening meetings of the Board of Supervisors;
  - b. Requesting the Board of Directors and Executive Officers to provide relevant information for reporting to the Board of Supervisors;
  - c. Preparing and signing the Board of Supervisors' report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

**Article 39. Powers and Duties of the Board of Supervisors**

The Board of Supervisors shall have the powers and duties prescribed in Article 170 of the Law on Enterprises, as well as the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit organizations to audit the Corporation's financial statements; decide on the engagement of approved auditors to inspect the Corporation's operations and dismiss approved auditors when deemed necessary.
2. To be accountable to the Shareholders for its supervisory activities.
3. To monitor the financial situation of the Corporation and ensure compliance with laws by members of the Board of Directors, the General Director, and Executive Officers.
4. To ensure coordinated activities with the Board of Directors, the General Director, and the Shareholders.
5. In case of detecting any violations of the law or the Corporation's Charter by members of the Board of Directors or the Corporation's Executive Officers, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose corrective measures.
6. To develop the Board of Supervisors' operational regulations and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree 155.
8. To have the right to access the Corporation's records and documents maintained at the head office, branches, and other locations; have the right to visit the workplaces of the Corporation's Executive Officers and employees during working hours.
9. To have the right to request the Board of Directors, Board members, General Director, and Executive Officers to provide complete, accurate, and timely information and documents regarding management, administration, and business operations of the Corporation.
10. To exercise other rights and duties as prescribed by law and this Charter.

**Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least two (02) times per year, with at least two-thirds (2/3) of its members present at the meeting. Detailed and clear minutes of the meeting shall be prepared. The minute-taker and the Board of Supervisors members attending the meeting must sign the minutes. The minutes of the Board of Supervisors meetings shall be kept establishing the responsibility of each member of the Supervisory Board.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and respond to matters that need clarification.

**Article 41. Salaries, remuneration, bonuses, and other benefits of Board of Supervisors Members**

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Board of Supervisors members shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Board of Supervisors members shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent advisory services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of the Corporation in accordance with corporate income tax regulations and other applicable legal provisions and shall be presented as a separate item in the Corporation's annual financial statements.

#### **CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, AND EXECUTIVE OFFICERS**

Members of the Board of Directors, members of the Board of Supervisors, and Executive Officers shall be responsible for performing their duties, including those performed as members of the sub-committees of the Board of Directors, in an honest and prudent manner for the best interests of the Corporation.

##### **Article 42. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and Executive Officers must disclose any related interests in accordance with the Law on Enterprises and other relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, Executive Officers, and their Related Persons may use information obtained by virtue of their positions only to serve the interests of the Corporation.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and Executive Officers are obliged to notify the Board of Directors, the Board of Supervisors in writing of any transactions between the Corporation, its subsidiaries, or other companies in which the Corporation holds more than 50% of charter capital and the individual or Related Persons of such individual, as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must comply with the disclosure requirements under securities laws regarding the publication of these resolutions.
4. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their Related Persons, in accordance with the Law on Enterprises and the Corporation's Charter.
5. Contracts and transactions requiring approval by the General Meeting of Shareholders or the Board of Directors:
  - a. Contracts and transactions between the Corporation and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors:

- i. Shareholders, their authorized representatives in case of a shareholder that is an organization holding more than 10% of the total common shares of that shareholder, and their Related Persons;
    - ii. Members of the Board of Directors, the General Director, and their Related Persons;
    - iii. Enterprises that members of the Board of Directors, Board of Supervisors members, the General Director, and Executive Officers of the Corporation are required to declare in accordance with Clause 2, Article 164 of the Law on Enterprises.
  - b. The Board of Directors shall approve contracts and transactions referred to in Point a of this Clause if their value is less than 35% of the total assets of the Corporation as stated in the most recent financial statements. In such cases, the company's representative signing the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the parties related to the contract or transaction, attaching the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notification. Members of the Board of Directors with related interests in the parties to the contract or transaction shall not have voting rights.
  - c. The General Meeting of Shareholders shall approve the following contracts and transactions:
    - i. Contracts and transactions other than those specified in Point b of this Clause;
    - ii. Loan, borrowing, or asset sale contracts and transactions with a value exceeding 10% of the total assets of the Corporation as stated in the most recent financial statements between the Corporation and a shareholder holding 51% or more of the total voting shares or their Related Persons.
  - d. In the case of approval of contracts or transactions under Point c of this Clause, the company's representative signing the contract or transaction must notify the Board of Directors and the Board of Supervisors of the parties related to the contract or transaction, attaching the draft contract or a summary of the main contents of the transaction. The Board of Directors shall submit the draft contract or transaction, or a report on the main contents, to the General Meeting of Shareholders or seek written opinions from the shareholders. In this case, shareholders with related interests in the parties to the contract or transaction shall not have voting rights. The contract or transaction shall be approved in accordance with Clauses 1 and 4, Article 148 of the Law on Enterprises.
  - e. Contracts or transactions shall be null and void pursuant to a court decision and handled according to legal regulations if signed in violation of the provisions of this Article. The signatory of the contract or transaction, shareholders, members of the Board of Directors, or the General Director involved shall be jointly liable to compensate for any arising damages and return to the Corporation any benefits obtained from the performance of such contract or transaction.
  - f. The Corporation must publicly disclose contracts and transactions related thereto in accordance with the relevant legal regulations.
6. Members of the Board of Directors, members of the Board of Supervisors, the General Director, Executive Officers, and Related Persons of these parties shall not use or disclose internal information to others for the purpose of conducting related transactions.

7. Transactions between the Corporation and one or more members of the Board of Directors, members of the Board of Supervisors, Executive Officers, or individuals or organizations related to these parties shall not be invalid in the following cases:
  - a. For transactions with a value of less than 35% of the total assets as stated in the most recent financial statements, the material terms 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, or Executive Officers, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no related interests;
  - b. For transactions with a value of 35% or more, or transactions that result in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction reaching 35% or more of the total assets as stated in the most recent financial statements, the material terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, or Executive Officers, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who have no related interests.

**Article 43. Liability for damages and indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, and Executive Officers who breach their duties of honesty and diligence, or fail to fulfill their obligations, shall be liable for any damages resulting from their violations.
2. The Corporation shall indemnify any person who is, has been, or may become a party to any claim, lawsuit, or legal proceeding (including civil or administrative matters, but excluding actions initiated by the Corporation itself) if such person is or was a member of the Board of Directors, member of the Board of Supervisors, Executive Officer, employee, or an authorized representative of the Corporation, or was performing duties under the Corporation's authorization, provided that the person acted honestly, diligently, and in the best interests of the Corporation, and there is no evidence confirming that the person breached their duties.
3. Indemnification costs include judgment costs, fines, and any actual payments incurred (including attorney fees) in resolving such matters within the bounds of the law. The Corporation may purchase insurance for such persons to cover the indemnification liabilities stated above.

**CHAPTER XI. RIGHTS TO INSPECT THE CORPORATION'S BOOKS AND RECORDS**

**Article 44. Rights to Inspect Books and Records**

1. Shareholders shall have the right to inspect the Corporation's books and records as follows:
  - a. Shareholders shall have the right to review, inspect, and extract information regarding their name and contact details in the list of shareholders entitled to vote; request correction of any inaccurate personal information; review, inspect, extract, or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- b. Shareholders or a group of Shareholders holding at least 5% of the total shares shall have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions approved by the Board of Directors, and other documents, except for documents related to trade secrets or business secrets of the Corporation.
2. In cases where a representative authorized by a Shareholder or a group of Shareholders requests to inspect the books and records, such request must be accompanied by a power of attorney from the Shareholder or the group of Shareholders represented, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Board of Supervisors, and other Executive Officers shall have the right to inspect the Corporation's register of shareholders, the list of shareholders, and other books and records of the Corporation for purposes related to their positions, provided that such information is kept confidential.
4. The Corporation shall keep the Charter and all amendments thereto, the Certificate of Business Registration, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the principal office or another location, provided that Shareholders and the Business Registration Authority are notified of the location where such documents are stored.
5. The Corporation's Charter must be published on the Corporation's official website.

## **CHAPTER XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and trade union**

1. The General Director shall prepare plans for the Board of Directors to approve matters relating to the recruitment, dismissal, salaries, social insurance, benefits, rewards, and disciplinary actions concerning employees and Executive Officers.
2. The General Director shall prepare plans for the Board of Directors to approve matters relating to the Corporation's relations with trade union organizations in accordance with best practices, norms, policies, the provisions of this Charter, the Corporation's internal regulations, and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall decide the annual dividend rate and the method of dividend payment from the retained earnings of the Corporation.
2. The Corporation shall not pay interest on dividend payments or any payments related to a type of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to pay all or part of the dividend in shares and the Board of Directors shall be the body responsible for implementing this decision.

4. In case dividends or other payments related to a type of shares are paid in cash, the Corporation must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the Shareholders. If the Corporation transfers the payment according to the bank account details provided by a Shareholder and the Shareholder does not receive the funds, the Corporation shall not be responsible for the payment already transferred. Dividend payments for listed or registered shares at the Stock Exchange may be conducted through securities companies or VSDC.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution determining a specific date for finalizing the list of Shareholders. Based on that date, individuals registered as Shareholders or holders of other securities shall be entitled to receive dividends in cash or shares and receive notices or other related documents.
6. Other matters related to profit distribution shall be carried out in accordance with the provisions of the law.

#### **CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME**

##### **Article 47. Bank Accounts**

1. The Corporation shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authorities, if necessary, the Corporation may open bank accounts abroad in accordance with the provisions of law.
3. The Corporation shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at the banks where the Corporation maintains accounts.

##### **Article 48. Fiscal Year**

The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of the same year. The first fiscal year shall begin on the date of issuance of the Enterprise Registration Certificate and end on December 31 of that year.

##### **Article 49. Accounting Regime**

1. The Corporation shall apply either the enterprise accounting regime or a specialized accounting regime promulgated and approved by the competent authorities.
2. The Corporation shall maintain its accounting books in Vietnamese and keep accounting records in accordance with the provisions of the law on accounting and other relevant legislation. Such records must be accurate, up-to-date, systematically organized, and sufficient to substantiate and explain the transactions of the Corporation.
3. The currency used in the Corporation's accounting shall be the Vietnamese Dong. In cases where the Corporation primarily conducts economic transactions in a foreign currency, it may choose that foreign currency as the accounting unit, taking responsibility for such choice under the law and notifying the relevant tax authority.

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**CHAPTER XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

**Article 50. Annual, semi-annual, and quarterly financial reports**

1. The Corporation shall prepare annual financial statements, which must be audited in accordance with applicable law. The Corporation shall publish the audited annual financial statements in compliance with the legal provisions on information disclosure in the securities market and submit them to the relevant state authorities.
2. The annual financial statements shall include all reports, schedules, and explanatory notes as required by the law on enterprise accounting. The annual financial statements must reflect the Corporation's activities in a true and fair manner.
3. The Corporation shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the legal provisions on information disclosure in the securities market and submit them to the relevant state authorities.

**Article 51. Annual report**

The Corporation shall prepare and disclose the Annual Report in accordance with the provisions of the law on securities and the securities market.

**CHAPTER XVI. CORPORATE AUDIT**

**Article 52. Audit**

1. The General Meeting of Shareholders shall appoint one (01) independent auditing firm or based on a list of independent auditing firms, authorize the Board of Directors to select one of these firms to conduct the audit of the Corporation's financial statements for the next fiscal year under the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Corporation's annual financial statements.
3. The independent auditor conducting the audit of the Corporation's financial statements shall have the right to attend the General Meeting of Shareholders, receive notices and other information relating to the meeting, and express opinions at the meeting regarding matters related to the audit of the Corporation's financial statements.

**CHAPTER XVII. CORPORATE SEAL**

**Article 53. Corporate Seal**

1. The seal may take the form of a seal produced by an authorized seal-making facility or in the form of a digital signature in accordance with the provisions of the law on electronic transactions.
2. The Board of Directors shall determine the type, number, form, and content of the Corporation's seal, including seals for branches or representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the current provisions of law.

## CHAPTER XVIII. DISSOLUTION OF THE CORPORATION

### Article 54. Dissolution of the Corporation

1. The Corporation may be dissolved in the following cases:
  - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. Upon revocation of the Certificate of Business Registration, except where otherwise provided by the Law on Tax Administration;
  - c. Other cases as prescribed by law.
2. The dissolution of the Corporation shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. Such a decision must be notified to, or approved by, the competent authority (if required) in accordance with applicable regulations.

### Article 55. Liquidation

1. Upon the decision to dissolve the Corporation, the Board of Directors shall establish a Liquidation Committee comprising three (03) members: two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Corporation's employees or independent experts. All costs related to liquidation shall be prioritized for payment before other debts of the Corporation.
2. The Liquidation Committee shall report to the Business Registration Authority regarding the Date of Establishment and the commencement date of its activities. From that point onward, the Liquidation Committee shall act on behalf of the Corporation in all matters related to the liquidation of the Corporation before courts and administrative authorities.
3. Funds obtained from the liquidation shall be distributed in the following order:
  - a. Liquidation costs;
  - b. Wages, severance allowances, social insurance, and other employee benefits in accordance with collective labor agreements and signed employment contracts;
  - c. Taxes;
  - d. Other debts of the Corporation;
  - e. The remaining amount, after settlement of debts under items (a) to (d), shall be distributed to the Shareholders. Preferred shares shall be prioritized in payment.

## CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

### Article 56. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the operations of the Corporation or the rights and obligations of Shareholders under the Enterprise Law, the Corporation's Charter, other applicable laws, or agreements between:
  - a. Shareholders and the Corporation;

b. Shareholders and the Board of Directors, the Board of Supervisors, or the Executive Officers;

the parties shall attempt to resolve the dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the resolution process and require each party to submit relevant information regarding the dispute within thirty (30) Business Days from the date the dispute arises.

In cases where the dispute involves the Board of Directors or the Chairman of the Board, any party may request that the Board of Supervisors appoint an independent expert to mediate the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process, or if the decision of the mediation expert is not accepted by the parties, any party may submit the dispute to arbitration or a competent court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Court fees shall be paid in accordance with the Court's ruling.

## **CHAPTER XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER**

### **Article 57. Corporate Charter**

1. Any amendments or supplements to this Charter must be considered and approved by the General Meeting of Shareholders.
2. In cases where laws related to the operations of the Corporation are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall govern and adjust the operations of the Corporation.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 58. Effective Date**

1. This Charter shall take effect officially on April 20, 2026.
2. The Charter is made in six (06) copies, each having equal validity and kept at the Corporation's head office.
3. This Charter is the sole and official Charter of the Corporation.
4. Copies or excerpts of the Corporation's Charter are valid only when signed by the legal representative and sealed with the Corporation's seal.

**VIETNAM LIVESTOCK CORPORATION - JSC**

**DOAN QUOC KHANH**  
**General Director**



## EXPLANATION OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

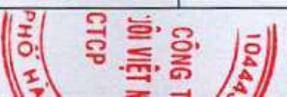
The Charter of Vietnam Livestock Corporation – JSC (“Charter”) is amended and supplemented as follows:

1. Adjustment of the format of the Charter; correct some wording errors, update the new address after the administrative unit merger.
2. Amendment and supplement certain provisions. The important amendments and supplements are presented in the table below.

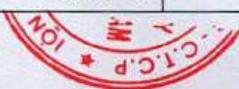
No.	Content	Current Charter	Proposed Amendment/Supplement (Bold text shall mean added/modified; strikethrough shall mean deletions)	Reason
<b>Definition of Terms (Article 1 of the Draft)</b>				
1	Executive Officer	"Executive Officer" means the General Director, Deputy General Director, Chief Financial Officer, and Chief Accountant;	"Executive Officer" means the General Director, Deputy General Director, <del>Chief Financial Officer</del> , and Chief Accountant;	Adjustment according to organizational structure
2	Manager	"Manager" means the company's manager, including Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Financial Officer;	"Manager" means the company's manager, including Chairman of the Board of Directors, members of the Board of Directors, General Director and Deputy General Director, <del>and Chief Financial Officer</del> ;	Adjustment according to organizational structure
3	Contact Address	None	"Contact Address" means the registered head office address for organizations; permanent residence or workplace or other address of individuals registered with the Company to be used as a contact address.	Supplemented definition to ensure convenience in shareholder relations and organization of the General Meeting of Shareholders
<b>Company Headquarters Address</b>				
4	Registered Head Office	Head office address: No. 519 Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi, Vietnam.	Head office address: No. 519 Minh Khai Street, Vinh Tuy Ward, Hai-Ba-Trung District, Hanoi, Vietnam.	Adjustment based on Resolution No. 1656/NQ-UBTVQH15 on rearrangement of administrative units of Hanoi
<b>Shareholders and General Meeting of Shareholders</b>				
5	Obligations of Shareholders	Ordinary Shareholders have the following obligations: 1. Pay in full and on time the committed shares.	Ordinary Shareholders have the following obligations: 1. Pay in full and on time the committed shares.	Supplemented to clarify shareholders' obligation to



No.	Content	Current Charter	Proposed Amendment/Supplement (Bold text shall mean added/modified; strikethrough shall mean deletions)	Reason
6	Article 13 of the Draft)	<p>2. Not withdraw contributed capital in the form of ordinary shares from the Corporation in any way, except where the Corporation or another person repurchases the shares. If a Shareholder withdraws part or all of the contributed share capital contrary to this provision, that Shareholder and related persons in the Corporation shall be jointly liable for debts and other property obligations of the Corporation within the withdrawn share value and any damages incurred.</p> <p>...</p>	<p>2. <b>Provide a complete and accurate contact address when registering to purchase shares.</b></p> <p>3. Not withdraw contributed capital in the form of ordinary shares from the Corporation in any way, except where the Corporation or another person repurchases the shares. If a Shareholder withdraws part or all of the contributed share capital contrary to this provision, that Shareholder and related persons in the Corporation shall be jointly liable for debts and other property obligations of the Corporation within the withdrawn share value and any damages incurred.</p> <p>...</p>	provide information, ensuring accurate delivery of information to shareholders' contact addresses
6	General Meeting of Shareholders (Article 14 of the Draft)	<p>3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>a. The Board of Directors deems it necessary for the benefit of the Corporation;</p> <p>b. The number of members of the Board of Directors or Board of Supervisor remaining is less than the minimum number prescribed by law;</p> <p>c. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in this Charter;</p> <p>...</p>	<p>3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>a. The Board of Directors deems it necessary for the benefit of the Corporation;</p> <p>b. The number of members of the Board of Directors or Supervisory Board remaining is less than the minimum number prescribed by law;</p> <p>c. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in this Charter; <b>or the number of independent members of the Board of Directors is reduced, failing to meet the minimum number prescribed by law and this Charter;</b></p> <p>....</p>	Supplemented according to Point b, Clause 4, Article 161 of the Law on Enterprises 2020
<b>Conditions for holding General Meeting of Shareholders</b>				
7	Conditions for holding General Meeting (Article 19 of the Draft)	<p><b>Article 19. Conditions for holding General Meeting of Shareholders</b></p> <p>1. The meeting is valid when shareholders attending represent more than 50% of total voting shares.</p>	<p><b>Article 19. Conditions for holding General Meeting of Shareholders</b></p> <p>1. The meeting is valid when shareholders <b>and Authorized Representatives</b> attend represent more than 50% of total voting shares.</p>	Supplemented to cover cases where shareholders authorize representatives to attend


  
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No.	Content	Current Charter	Proposed Amendment/Supplement (Bold text shall mean added/modified; strikethrough shall mean deletions)	Reason
10	Conditions for passing Resolutions (Article 21 of the Draft)	<p>Article 21. Conditions for resolutions of the General Meeting of Shareholders</p> <p>1. Resolutions on the following matters are passed if approved by shareholders representing at least 65% of total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1 Article 17 and Clause 8 Article 22 of this Charter and in the case of electing members of the Board of Directors and Board of Supervisor:</p> <p>...</p>	<p>Article 21. Conditions for resolutions of the General Meeting of Shareholders</p> <p>1. Resolutions on the following matters are passed if approved by shareholders representing at least 65% of total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1 Article 17, <b>Clause 2 Article 21</b>, and Clause 8 Article 22 of this Charter and in the case of electing members of the Board of Directors and Supervisory Board:</p> <p>...</p>	Supplemented a provision citing the exception case applying the approval threshold of at least 65% of the total voting shares of all Shareholders present and voting at the meeting.
11	Authority and procedures for obtaining Shareholders' written consent to approve Resolutions of the General Meeting of Shareholders	<p>Article 22. Authority and procedures for obtaining Shareholders' written consent to approve Resolutions of the General Meeting of Shareholders</p> <p>...</p> <p>5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Corporation. The vote counting minutes must include the following principal contents:</p> <p>...</p>	<p>Article 22. Authority and procedures for obtaining Shareholders' written consent to approve Resolutions of the General Meeting of Shareholders</p> <p>...</p> <p>5. The Board of Directors shall <del>organizes</del> <b>establishes a Vote Counting Committee to conduct</b> the vote counting and prepare the vote counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Corporation. The vote counting minutes must include the following principal contents:</p> <p>...</p>	Supplementing provisions to ensure objectivity in vote counting when collecting written opinions.
<b>Board of Directors</b>				
12	Number of Members of the Board of Directors (Article 26 of the Draft)	<p>Article 26. Composition and term of members of the Board of Directors</p> <p>...</p> <p>3. The composition of the Board of Directors is as follows: The Board of Directors must have at least</p>	<p>Article 26. Composition and term of members of the Board of Directors</p> <p>...</p> <p>3. The composition of the Board of Directors is as follows: The Board of Directors must have at least</p>	Adjustment due to changes in legal regulations, based on Clause 79 Article 1 of Decree 245/2025/ND-CP



No.	Content	Current Charter	Proposed Amendment/Supplement (Bold text shall mean added/modified; strikethrough shall mean deletions)	Reason
		<p>one (01) independent member and at least 1/3 of the total members must be non-executive members. The Corporation shall minimize members of the Board of Directors concurrently holding executive positions to ensure independence of the Board of Directors.</p> <p>...</p>	<p>one (01) independent member and at least 1/3 of the <del>total members</del> at least one (01) non-executive member. The Corporation shall minimize members of the Board of Directors concurrently holding executive positions to ensure independence of the Board of Directors.</p> <p>...</p>	



**VIETNAM LIVESTOCK CORPORATION –  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**

Hanoi, 20 April 2026

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF VIETNAM LIVESTOCK CORPORATION – JSC**

### **Pursuant to:**

- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented from time to time;*
- *The Law on Enterprises No. 59/2020/QH14 passed on June 17, 2020, as amended and supplemented from time to time;*
- *Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, Law on Investment in the form of Public-Private Partnership, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax, and Law on Civil Judgment Enforcement, adopted on January 11, 2022;*
- *The Law on Enterprises No. 76/2025/QH15 passed on June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;*
- *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, as amended and supplemented from time to time;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;*
- *The current Charter of Vietnam Livestock Corporation – JSC;*
- *Resolution of the General Meeting of Shareholders No. 01/2026/VLC/NQ-DHDCD dated April 20, 2026.*

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Vietnam Livestock Corporation – JSC (the “Corporation”) with the following contents:

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1. Governing scope and applicable entities**

##### **1. Governing Scope**

The Internal Regulations on Corporate Governance (the “Regulations”) set forth provisions on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors,

and the General Director; procedures and order for convening and conducting meetings of the General Meeting of Shareholders and the Board of Directors; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other matters in accordance with the Charter of the Corporation and applicable laws.

**2. Applicable entities**

The Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director, the person in charge of corporate governance, and other related persons.

**CHAPTER II  
GENERAL MEETING OF SHAREHOLDERS**

**Article 2. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making authority of the Corporation.
2. The rights, obligations, and responsibilities of the General Meeting of Shareholders are stipulated in Article 15 of the Corporation's Charter and in accordance with the Law on Enterprises.

**Article 3. Orders and Procedures for convening the General Meeting of Shareholders to pass Resolutions by voting at the meeting**

**1. Authority to convene the General Meeting of Shareholders**

**1.1. Authority to convene the Annual General Meeting of Shareholders**

- a) The Board of Directors shall be responsible for convening the General Meeting of Shareholders and selecting an appropriate venue within the territory of Vietnam.
- b) The Annual General Meeting of Shareholders shall be held once per year within four (04) months from the end of the fiscal year. Where necessary, the Board of Directors may decide to extend the time limit for holding the meeting, but not exceeding six (06) months from the end of the fiscal year.

**1.2. Authority to convene an Extraordinary General Meeting of Shareholders**

The convening of an Extraordinary General Meeting of Shareholders shall comply with Clause 4, Article 14 of the Corporation's Charter.

**2. Notice of record date for determining shareholders entitled to attend the General Meeting of Shareholders**

The Corporation shall disclose information on the record date for determining shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the expected last registration date.

**3. Preparation of the list of shareholders entitled to attend the meeting**

- a) The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared

no more than ten (10) days prior to the date of sending the notice of invitation to the meeting.

- b) The Corporation shall prepare and submit the necessary documentation to the Vietnam Securities Depository and Clearing Corporation (“VSDC”) to request the preparation of the list of shareholders holding shares of the Corporation as of the record date.
- c) The list of shareholders entitled to attend the General Meeting of Shareholders must include: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal entity identification number, and head office address for institutional shareholders; number of shares of each class, and the registration number and date of each shareholder.

#### **4. Notice of convocation of the General Meeting of Shareholders**

- a) The notice of convocation of the General Meeting of Shareholders may be delivered to all shareholders by express mail, electronic mail (email), text message, fax, and/or other means of communication to ensure delivery to the shareholders’ registered contact address. Concurrently, the notice shall be disclosed on the Corporation’s website, the State Securities Commission, and the Stock Exchange where the Corporation’s shares are listed or registered for trading.
- b) The convening person must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched).

#### **5. Agenda and contents of the General Meeting of Shareholders**

- a) The convening person shall prepare the agenda and contents of the General Meeting of Shareholders.
- b) The meeting agenda and documents relating to matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders together with the notice of invitation or/and published on the Corporation’s website. In cases where the meeting documents are not enclosed with the notice, the notice must clearly specify the link to access all meeting materials.
- c) A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Corporation’s Charter shall have the right to propose matters to be included in the meeting agenda. Such proposals must be made in writing and submitted to the Corporation at least seven (07) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed content to be included in the agenda.
- d) The convening person may refuse a proposal only in the following cases:
  - The proposal is not submitted within the prescribed time limit or does not meet the required content or form;
  - At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required under Clause 2, Article 12 of the Corporation’s Charter;
  - The proposed matter falls outside the decision-making authority of the General Meeting of Shareholders;

- Other cases as prescribed by law and the Corporation's Charter.

- e) Where a proposal is refused, the convening person must respond in writing, stating the reasons, no later than two (02) working days prior to the opening date of the meeting.
- f) The convening person must accept and include valid proposals as specified in Point (c) in the proposed agenda and contents of the meeting, except in the cases specified in Point (d). Such proposals shall be officially included if approved by the General Meeting of Shareholders.

**6. Authorization to attend the General Meeting of Shareholders**

The authorization of an individual, organization to attend the General Meeting of Shareholders must be made in writing. The power of attorney shall comply with civil law regulations and must clearly specify the name of the authorized representative and the number of shares authorized. The authorized person must present the power of attorney upon registration prior to entering the meeting venue or may submit such authorization in advance to the organizing committee before the opening date.

**7. Registration for attendance at the General Meeting of Shareholders**

- a) Shareholders or their authorized representatives may register to attend the meeting prior to the opening date by: (i) sending email/fax to the Corporation; or (ii) sending notice via express mail. Notwithstanding prior registration, shareholders and authorized representatives must present identification documents, power of attorney and other relevant documents to the organizing committee for verification and on-site registration.
- b) Prior to the opening of the meeting, the Corporation must conduct shareholder registration through the Shareholder Eligibility Verification Committee and continue such registration until all eligible attending shareholders have been registered.
- c) When registering shareholders at the meeting venue, the Corporation shall issue each shareholder or authorized representative a voting card, which shall include the registration number, the shareholder's full name, the name of the authorized representative, and the shareholder's voting number.
- d) Shareholders or authorized representatives who arrive after the meeting has commenced may still register to attend and have the right to vote immediately after registration. In this case, the validity of any previously voted-on matters remains unchanged.

**8. Conditions for holding the General Meeting of Shareholders**

- a) The meeting shall be conducted when shareholders and authorized representatives attending the meeting represent more than fifty percent (50%) of the total voting shares.
- b) If the first meeting does not meet the quorum as stipulated above, the notice for the second meeting shall be sent within thirty (30) days from the originally scheduled date of the first meeting. The second shareholders' meeting shall be validly conducted if the number of shareholders and their authorized representatives attending the meeting represent at least thirty-three percent (33%) of the total voting shares.
- c) If the second meeting also fails to meet the quorum as stipulated above, a third meeting invitation must be issued within twenty (20) days from the intended date of the second meeting. In such case, the third meeting shall be conducted regardless of the total number of voting shares

represented by attending shareholders.

**9. Form of passing of Resolutions**

The General Meeting of Shareholders shall pass resolutions within its authority by voting at the meeting.

**10. Voting methods**

- a) The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by casting votes in agree, disagree, or abstentions. Shareholders or their authorized representatives attending the meeting shall cast their votes using the ballot cards in accordance with the instructions provided by the vote-counting committee.
- b) Shareholders or their authorized representatives shall place their voting ballots or election ballots into sealed ballot box for counting by the Vote Counting Committee. Voting ballots sent to the Corporation via express mail/courier services must be enclosed in sealed envelopes and must not be opened by any person prior to the vote counting process. Shareholders shall be ensured that voting by submitting ballots to the meeting via express mail, fax, email, or other electronic voting methods shall have equivalent validity to voting directly at the meeting.

**11. Vote counting methods**

- a) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders upon the Chairperson's proposal.
- b) The voting results, including "agree/approve", "disagree/object", and "no opinion/abstention", shall be separately aggregated for each matter in the meeting agenda.
- c) The Corporation may apply electronic vote-counting software, including barcode, QR code, and/or other identification technologies, to ensure accuracy, prevent errors, and shorten the vote-counting process.
- d) The Vote Counting Committee shall assign personnel to supervise the vote-counting process and results. All members of the Vote Counting Committee shall sign to certify the voting results.

**12. Announcement of vote counting results**

- a) The vote-counting results shall be announced by the Head of the Vote Counting Committee immediately upon completion of the counting process.
- b) Members of the Board of Directors, vote counters, and supervisors of the vote counting shall bear joint responsibility for the truthfulness and accuracy of the vote-counting minutes, and shall be jointly liable for any damages arising from decisions adopted based on dishonest or inaccurate vote counting.

**13. Conditions for Adoption of Resolutions**

- a) Resolutions on the following matters shall be passed if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- Amendments and supplements to the Charter of the Corporation;
- Classes of shares and the total number of shares of each class;
- Issuance of shares to increase charter capital;
- Changes to business lines, sectors or industries;
- Changes to the organizational and management structure of the Corporation;
- Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the most recent financial statements of the Corporation;
- Reorganization or dissolution of the Corporation.

b) Except for the cases specified above and those prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises, resolutions shall be passed when approved by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting.

c) Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises and the Corporation's Charter.

#### **14. Procedure for objecting to resolutions of the General Meeting of Shareholders**

a) A shareholder who voted against a resolution on the reorganization of the Corporation or changes to the rights and obligations of shareholders as stipulated in the Corporation's Charter shall have the right to request the Corporation to repurchase their shares. Such request must be made in writing, specifying the name and address of the shareholder, the number and class of shares, the proposed selling price, and the reasons for the request. The request must be sent to the Corporation within ten (10) days from the date on which the General Meeting of Shareholders passes the relevant resolution.

b) The Corporation shall repurchase the shares at the request of the shareholder at the market price or at a price determined in accordance with the principles set out in the Corporation's Charter within ninety (90) days from the date of receipt of the request. In the event that no agreement on price can be reached, the parties may request a valuation organization to determine the price. The Corporation shall introduce at least three (03) valuation organizations for the shareholder to select and such selection shall be final.

#### **15. Minutes of the General Meeting of Shareholders; pass and disclosure of Resolutions**

a) The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:

- Name, head office address, and enterprise code of the Corporation;
- Time and venue of the General Meeting of Shareholders;
- Meeting agenda and contents;
- Full names of the Chairperson and the Secretary;

- Summary of the meeting proceedings and opinions expressed at the meeting in respect of each agenda item;
  - Number of shareholders and total voting rights of shareholders attending the meeting; appendix containing the list of registered shareholders and their representatives, together with the number of shares and corresponding voting rights;
  - Total number of votes for each matter, specifying the voting method, number of valid and invalid votes, votes in agree, votes disagree, and abstentions; the corresponding percentage of the total voting rights of shareholders attending and voting at the meeting;
  - Matters approved and the corresponding voting ratios;
  - Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson and/or the Secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed herein. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign.
- b) The minutes of the General Meeting of Shareholders must be completed and passed prior to the closing of the meeting. The Chairperson and the Secretary of the meeting, or any other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- c) The resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of attending shareholders bearing the signatures of shareholders, powers of attorney for attendance, all attachments to the minutes (if any), and all documents related to the meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained at the head office of the Corporation.

**16. Disclosure of Resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders must be published on the Corporation's website within twenty-four (24) hours from the time of issuance.

**Điều 4. Procedures for passing of Resolutions of the General Meeting of Shareholders by written opinion**

**1. Authority to obtain Shareholders' written opinions**

The Board of Directors shall have the authority to obtain shareholders' written opinions to pass resolutions of the General Meeting of Shareholders where deemed necessary for the interests of the Corporation, including but not limited to the following matters:

- (a) Amendments and supplements to the Charter of the Corporation;
- (b) Development orientation of the Corporation;
- (c) Issuance of additional shares (via private placement and/or public offering) to increase the charter capital;
- (d) Issuance of convertible bonds and bonds with warrants;
- (e) Classes of shares and total number of shares of each class;

- (f) Determination of the term of the Board of Directors and the Board of Supervisors and changes to the number of members thereof;
- (g) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
- (h) Decisions on investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the most recent consolidated financial statements;
- (i) Approval of annual financial statements;
- (j) Changes to business lines and sectors; changes to the organizational and management structure of the Corporation;
- (k) Reorganization or dissolution of the Corporation;
- (l) Other matters falling within the authority of the General Meeting of Shareholders in accordance with applicable laws and the Charter. *Sửa đổi, bổ sung các nội dung của Điều lệ Tổng Công Ty;*

**2. Notice of collection of shareholders' written opinions**

- a) Upon deciding to collect written opinions, the Board of Directors shall convene a meeting to agree on the matters to be consulted, the purpose, the record date for determining shareholders entitled to provide opinions, and the assignment of responsibilities for preparation and implementation.
- b) The Board of Directors shall disclose information regarding the record date **at least twenty (20) days prior to such date.**
- c) The notice of collection of shareholders' written opinions must be disclosed on the Corporation's website, the State Securities Commission, and the Stock Exchange where the Corporation is listed or registered for trading.

**3. Preparation of the list of shareholders entitled to provide opinions**

- a) The list of shareholders entitled to provide opinions shall be the list of shareholders holding shares of the Corporation as of the record date and shall be prepared no more than ten (10) days prior to the date of dispatch of the opinion ballots.
- b) The method of preparing such list shall comply with the provisions set out in Article 3.3 of these Regulations.
- c) The list must include the information as prescribed in Article 3.3(c) of these Regulations.

**4. Opinion ballots and deadline for submission**

- a) The Board of Directors shall prepare opinion ballots, draft resolutions, explanatory documents, and send them to all voting shareholders no later than ten (10) days prior to the deadline for submission. The requirements and method of dispatch shall comply with Clause 3, Article 18 of the Corporation's Charter.
- b) The opinion ballot must include the following principal contents:
  - Name, head office address, and enterprise code of the Corporation;
  - Purpose of the opinion collection;
  - Information of shareholders (individual or organizational) or their representatives, including name, address, nationality, legal identification;
  - Number and class of shares and corresponding voting rights;
  - Matters to be voted on;

- Voting options: agree, disagree or abstention;
  - Deadline for submission of the completed ballot;
  - Full name and signature of the Chairman of the Board of Directors.
- c) Completed opinion ballots must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder with the seal, or the signature of authorized representative.

**5. Methods of submission of opinion ballots**

- a) The Board of Directors shall send opinion ballots to shareholders via express mail, email, fax, and/or other communication methods to ensure delivery.
- b) Explanatory documents may be enclosed with the ballots or published on the Corporation's website for shareholders' review.
- c) Opinion ballots may be returned to the Corporation via:
- Express mail: ballots must be enclosed in sealed envelopes and must not be opened prior to vote counting;
  - Fax or email: ballots must be kept confidential until the time of vote counting;
  - Ballots received after the prescribed deadline, opened prior to counting for express mail submissions, or disclosed prematurely for fax/email submissions shall be deemed invalid. Ballots not returned shall be deemed as non-participation in voting.

**6. Vote Counting and Preparation of Vote Counting Minutes**

- a) The Board of Directors shall establish a Vote Counting Committee to conduct vote counting and prepare minutes under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions. The minutes must include:
- Name, head office address, and enterprise code;
  - Purpose and matters for voting;
  - The number of Shareholders with the total voting rights who participated in the voting, distinguishing between valid votes and invalid votes, and the method of submitting the voting ballots, accompanied by an appendix listing the Shareholders who participated in the voting;
  - Total votes agree, disagree and abstentions for each matter;
  - Approved matters and corresponding voting ratios;
  - Full names and signatures of the Chairman, vote counters, and supervisors.
- b) Members of the Board of Directors, the Vote Counting Committee, and supervisors shall bear joint responsibility for the truthfulness and accuracy of the vote-counting minutes and for any damages arising from inaccurate or dishonest vote counting.

**7. Announcement of Vote Counting Results and Disclosure of Resolutions**

- a) The vote-counting minutes must be sent to shareholders within fifteen (15) days from the completion of vote counting. This requirement may be fulfilled by publishing such documents on the Corporation's website within twenty-four (24) hours from completion.

- b) Resolutions, minutes, and related documents must be disclosed within twenty-four (24) hours from issuance in accordance with applicable laws.
- c) Completed opinion ballots, vote-counting minutes, adopted resolutions, and related documents must be retained at the Corporation's head office.
- d) Resolutions passed via written opinion shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all voting shareholders and shall have the same legal effect as resolutions adopted at a General Meeting of Shareholders.

**Article 5. Orders and procedures for adoption of Resolutions by the General Meeting of Shareholders via online conference**

- In addition to physical meetings, the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders may be conducted via online conference in the following circumstances: (i) occurrence of force majeure events, including but not limited to natural disasters, war, epidemics, riots, civil unrest, terrorism, or governmental restrictions or prohibitions; and/or (ii) other objective circumstances where the Board of Directors deems it impractical and/or inappropriate to convene a physical meeting.
- The organization of an online General Meeting of Shareholders shall include the principal contents set out below. Where deemed necessary, the convening person may issue specific regulations governing the organization of such online meetings.
- a) **Notice of online General Meeting of Shareholders**

The method of sending notices for an online General Meeting of Shareholders shall be implemented in the same manner as for a physical meeting as prescribed in Clause 4, Article 3 of these Regulations.
- b) **Registration for attendance at Online General Meeting of Shareholders**

Shareholders shall register for attendance at the online General Meeting of Shareholders in accordance with the guidelines published on the Corporation's website.
- c) **Conditions for conducting the Meeting**

The online General Meeting of Shareholders shall be conducted when the number of attending shareholders meets the minimum quorum as prescribed in Clause 8, Article 3 of these Regulations.
- d) **Online voting methods**
  - a) The organizing committee shall prepare technical systems, facilities, and methods enabling shareholders to conduct electronic voting (e-voting) and/or other electronic voting methods and to record such votes cast by Shareholders or their authorized representatives on the matters in the meeting agenda. The specific voting method shall depend on the electronic systems used by the Corporation and shall be disclosed to Shareholders prior to each meeting.
  - b) Shareholders or their authorized representatives may also cast votes via email, fax, or postal service to the addresses provided by the organizing committee, provided that such votes are received prior to the completion of vote counting.

**e) Vote counting method**

The organizing committee shall apply technological solutions to conduct vote counting. The results shall be calculated based on the number of votes cast by shareholders and/or their authorized representatives via electronic voting (e-voting) and/or other electronic methods.

**f) Announcement of vote counting results**

The vote counting results shall be announced at the online General Meeting of Shareholders immediately after completion of the counting process and prior to the closing of the meeting.

**g) Preparation of minutes of the Meeting**

The preparation of minutes for an online General Meeting of Shareholders shall be conducted in the same manner and include the same contents as those applicable to physical meetings as prescribed in Clause 15, Article 3 of these Regulations.

**h) Disclosure of Resolutions**

Resolutions passed at the online General Meeting of Shareholders must be published on the Corporation's website and disclosed in accordance with applicable laws within twenty-four (24) hours from the time of issuance.

**Article 6. Procedures for Adoption of Resolutions by the General Meeting of Shareholders via Hybrid Meeting (Physical and Online Combination)**

- In addition to holding physical meetings and/or online meetings as provided in Articles 3 and 5 of these Regulations, the Board of Directors may, depending on actual circumstances, organize the General Meeting of Shareholders in a hybrid format combining both physical and online participation.
- The organization of a hybrid General Meeting of Shareholders shall include the principal contents set out below. Where deemed necessary, the convening person may issue specific regulations to provide detailed guidance on certain aspects of organizing such hybrid meetings.

**1. Notice of Convocation of the General Meeting of Shareholders**

- a) Shareholders may attend the General Meeting of Shareholders either in person at the meeting venue or via online conference using modern technological means. Accordingly, at the physical meeting venue, the organizing committee shall arrange screens, computers, and audio-visual broadcasting equipment with internet connectivity to livestream the meeting to shareholders attending online, ensuring stable connectivity, synchronized audio and visual quality, and equal rights and interests among all shareholders.
- b) Registration for attendance under the hybrid format shall be conducted as follows:
  - (i) For shareholders attending in person: registration shall be conducted at the shareholder eligibility verification desk at the meeting venue in accordance with the procedures set out in Clause 7, Article 3 of these Regulations;
  - (ii) For shareholders attending online: registration shall be conducted in accordance with the procedures set out in Clause 2, Article 5 of these Regulations.

**2. Conditions for conducting the Meeting**

The General Meeting of Shareholders under the hybrid format shall be conducted when the total number of shareholders and/or their authorized representatives attending both physically and online satisfies the minimum quorum as prescribed in Clause 8, Article 3 of these Regulations.

**3. Voting methods**

Shareholders may cast their votes by one of the following methods: (i) voting directly at the meeting; (ii) submitting voting ballots to the convening person via express mail, email, or fax; or (iii) electronic voting or other electronic methods.

**4. Vote Counting Methods**

- a) The Corporation shall apply technological solutions for vote counting. The vote counting shall be based on (i) the number of votes cast by Shareholders and/or their Authorized Representatives using electronic voting and/or other electronic methods; (ii) the number of votes cast by Shareholders and/or their Authorized Representatives in the ballot box at the meeting; and (iii) the number of votes cast by Shareholders and/or their Authorized Representatives submitted to the Corporation via express mail, email, fax, and/or other means
- b) The Vote Counting Committee shall aggregate the total number of votes in agree, disagree, abstentions from all three methods for each agenda item, and calculate the corresponding percentages based on the total voting shares of all attending and voting shareholders, in order to determine whether each matter meets the required approval threshold.

**5. Announcement of vote counting results**

The vote counting results shall be announced at the General Meeting of Shareholders immediately after completion of the counting process and prior to the closing of the meeting.

**6. Preparation of minutes of the General Meeting of Shareholders**

The Secretary shall be responsible for preparing the minutes of the General Meeting of Shareholders during the meeting and submitting them to the General Meeting of Shareholders for approval prior to closing. The minutes shall include the contents as prescribed in Clause 15, Article 3 of these Regulations.

**7. Disclosure of Resolutions**

Resolutions of the General Meeting of Shareholders must be published on the Corporation's website and disclosed in accordance with applicable laws within twenty-four (24) hours from the time of issuance.

## **CHAPTER III BOARD OF DIRECTORS**

**Article 7. Roles, Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Corporation and shall have full authority, on behalf of the Corporation, to decide and exercise the rights and obligations of the Corporation, except for those falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated in Article 27 of the

Corporation's Charter and in accordance with the Law on Enterprises.

**Article 8. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors**

**1. Term and number of Members of the Board of Directors**

- a) The Board of Directors shall consist of five (05) members.
- b) The term of the Board of Directors shall not exceed five (05) years. The specific term, as well as any shortening or extension thereof, shall be decided by the General Meeting of Shareholders.
- c) The term of office of each member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. In case a member is elected to replace a dismissed or removed member during a term, such member shall serve for the remaining term of the Board of Directors. Where the Corporation has independent members of the Board of Directors, an individual may only serve as an Independent Director for a maximum of two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms, they shall continue to serve until new members are duly elected and assume their duties.

**2. Structure, criteria and conditions of members of the Board of Directors**

a) *Structure of the Board of Directors*

The structure of the Board of Directors must ensure that there is at least one (01) independent member and at least one (01) non-executive member of the Board of Directors.

b) *Criteria and conditions of members of the Board of Directors*

In addition to the conditions and criteria prescribed by law, the qualifications of a member of the Board of Directors, a non-executive member of the Board of Directors, an independent member must also meet the following criteria:

- Requirements applicable to members of the Board of Directors are stipulated in the Corporation's Charter. In addition, members must possess the following qualities and competencies:
  - Leadership qualities, integrity, responsibility, maturity, ethical conduct, and the trust of shareholders, other Board members, management, and employees;
  - Ability to balance the interests of all stakeholders and make sound decisions;
  - Relevant professional experience and educational qualifications for effective performance;
  - International business experience, understanding of local issues, market knowledge, products, and competitors;
  - Ability to translate knowledge and experience into practical solutions;
  - Integrity and high ethical standards;
  - Sound judgment;
  - Capacity and willingness to face challenges and pursue innovation;

- Strong communication skills.
- The independence of an independent member of the Board of Directors is only satisfied when such member meets the following mandatory requirements:
  - Not do directly or indirectly own at least one percent (1%) or more of the total voting shares of the Corporation;
  - Not has worked for organizations providing legal or auditing services to the Corporation within the last two (02) years;
  - Not being a partner or related person of a partner having annual transactions with the Corporation accounting for thirty percent (30%) or more of the Corporation's total revenue or total purchase value of goods/services in the last two (02) years. Not being currently receiving salary or remuneration from the Corporation, except for allowances entitled to Board members;
  - Not being a spouse, parent (biological or adoptive), child (biological or adoptive), or sibling of a major shareholder, manager of the Corporation, or its subsidiary;
  - Not being currently working for the Corporation, its parent company, or its subsidiaries, and has not worked for such entities for at least three (03) consecutive years prior thereto;
  - Has not served as a member of the Board of Directors or Board of Supervisors of the Corporation for at least five (05) consecutive years prior, except where appointed for two consecutive terms.
- In addition to meeting the above mandatory requirements, the independence of an independent member of the Board of Directors is further assessed and considered based on how well the member satisfies the following criteria:
  - Not having family relationships with any individual who is, or has been within the past five (05) years, a manager of the Corporation or its related persons;
  - Not being an executive of another company where an executive of the Corporation serves as a Board member;
  - Not having affiliations with non-profit organizations receiving significant funding from the Corporation or its related persons.
- The Chairman of the Board of Directors of the Corporation shall not concurrently hold the position of General Director of the Corporation.

### **3. Nomination and candidacy for Members of the Board of Directors**

- a) Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors as follows: from 5% to under 10%: nominate one (01) candidate; from 10% to under 30%: nominate up to two (02) candidates; from 30% to under 40%: nominate up to three (03) candidates; from 40% to under 50%: nominate up to four (04) candidates; from 50% to under 60%: nominate up to five (05) candidates; from 60% to under 70%: nominate up to six (06) candidates; from 70% to under 80%: nominate up to seven (07) candidates; from 80% to under 90%: nominate up to eight (08)

candidates; from 90% or more: nominate up to nine (09) candidates.

- b) In the event that the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates. Such nominations must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with applicable laws.
- c) Upon determination of the list of candidates, the Corporation shall disclose information relating to such candidates on its official website at least ten (10) days prior to the opening date of the General Meeting of Shareholders to enable shareholders to review such candidates before voting. Candidates must provide a written commitment confirming the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Corporation if elected. Disclosed information shall include:
  - Full name, date of birth;
  - Professional qualifications;
  - Employment history;
  - Other managerial positions (including positions in boards of other companies);
  - Interests related to the Corporation and its related parties;
  - Other relevant information (if any);
  - The Corporation shall also disclose information regarding companies in which candidates hold positions as Board members, other managerial roles, and related interests (if any).

#### **4. Method of Election of Members of the Board of Directors**

- a) The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected. Shareholders may allocate all or part of their votes to one or more candidates.
- b) Shareholders may distribute their votes among candidates either by allocating a specific number or percentage of votes or distributing votes equally among selected candidates.
- c) The number of selected candidates must not exceed the number of Board members to be elected.
- d) Elected members shall be determined based on the number of votes received, in descending order from highest to lowest, until all positions are filled in accordance with the Corporation's Charter. Independent candidates shall be selected first, based on votes received (ranked from highest to lowest among independent candidates). After satisfying the minimum number of independent members as required, the remaining members shall be selected based on overall vote count (including both independent and non-independent candidates).

A candidate must receive at least one (01) vote to be elected.
- e) In the event that two (02) or more candidates receive an equal number of votes for the final position, selection shall be determined as follows:
  - If the candidates are shareholders, priority shall be given to the candidate holding a greater number of shares;
  - If the candidates are not shareholders, priority shall be given to the candidate with longer

tenure as a Board member. In case of equal tenure, total years of service shall be considered;

- If no candidate can be selected based on the above criteria, the General Meeting of Shareholders shall conduct a re-election among such candidates, and the candidate receiving the highest number of votes shall be elected.

**5. Dismissal and removal of Members of the Board of Directors**

- a) A member of the Board of Directors shall be dismissed in the following cases:
  - No longer satisfies the eligibility criteria under the Law on Enterprises or is prohibited by law from serving as a Board member;
  - Submits a written resignation to the Corporation's head office;
  - Suffers from mental incapacity, as evidenced by professional assessment confirming loss of legal capacity.
- b) A member of the Board of Directors may be removed in the following cases:
  - Fails to attend Board meetings for six (06) consecutive months, except in cases of force majeure;
  - By resolution of the General Meeting of Shareholders;
  - Other cases as prescribed by law and the Corporation's Charter.
- c) Information regarding the election, dismissal, removal, or addition of Board members must be disclosed in accordance with the laws on securities and the stock market.

**6. Notification of election, dismissal and removal of Board Members**

Where the Corporation convenes a meeting or seeks written opinions of shareholders regarding the election, dismissal, or removal of Board members, such matters must be clearly stated in the notice of meeting or written consultation documents sent to shareholders and must be disclosed in accordance with applicable laws.

**7. Election, dismissal and removal of the Chairman of the Board of Directors**

- a) The Board of Directors shall have the authority to elect, dismiss, or remove the Chairman of the Board of Directors in accordance with Clause 1, Article 156 of the Law on Enterprises and Clause 2, Article 27 of the Corporation's Charter.
- b) The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member receiving the highest number or highest proportion of votes. In the event that more than one member receives the highest and equal number or proportion of votes, the members shall elect, by majority vote, one among them to convene the Board meeting.
- c) Cases of dismissal or removal of the Chairman of the Board of Directors shall be carried out in accordance with the Law on Enterprises and the Corporation's Charter.

**Article 9. Remuneration and other benefits of members of the Board of Directors**

- 1. The Corporation shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill their duties and the applicable daily rate. The Board of Directors shall determine the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration of each Board member shall be recorded as a business expense of the Corporation in accordance with the laws on corporate income tax, separately disclosed in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, serving on subcommittees of the Board, or performing duties beyond the normal scope of a Board member may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Corporation subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Corporation's Charter.

#### **Article 10. Procedures for convening and conducting Meetings of the Board of Directors**

##### **1. Minimum number of quarterly/yearly meetings**

The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings to pass resolutions either through voting at meetings or by written opinion.

##### **2. Cases requiring extraordinary meetings**

The Board of Directors must convene an extraordinary meeting in the following cases:

- a) When deemed necessary in the interests of the Corporation;
- b) When the remaining number of members of the Board of Directors or the Board of Supervisors falls below the statutory minimum;
- c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
- d) At the request of the Board of Supervisors.

##### **3. Notice of Board of Directors meetings**

- a) The Chairman of the Board of Directors or the convener must send a notice of meeting at least three (03) Working Days prior to the meeting date. The notice must specify the time, venue, agenda, matters for discussion and decision. It must be accompanied by relevant documents and voting ballots.
- b) The notice may be sent via invitation letter, telephone, fax, electronic means, or other methods as

prescribed in the Corporation's Charter, provided it reaches the registered contact address of each Board member.

**4. Right of attendance of Board of Supervisors members**

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors, participate in discussions, but shall not have voting rights.

**5. Conditions for convening a Board of Directors Meeting**

- a) A first meeting of the Board of Directors shall be valid only if attended by at least three-fourths (3/4) of the total number of Board members, present in person or represented by authorized persons, if approved by a majority of Board members.
- b) If the quorum is not met, a second meeting must be convened within seven (07) days from the intended date of the first meeting. Such meeting shall be valid if attended by more than one-half (1/2) of the Board members.

**6. Voting and pass of Resolutions**

- a) Except as otherwise provided in Points (d) and (e), Clause 9, Article 30 of the Corporation's Charter, each Board member or authorized representative shall have one (01) vote.
- b) Board members may submit their voting ballots via express mail, fax, or email. Ballots sent by express mail must be sealed and delivered to the Chairman no later than one (01) hour before the meeting and shall be opened in the presence of attendees. Ballots sent by fax or email must be received before the close of vote counting.
- c) A member of the Board of Directors shall not vote on any contracts, transactions, or proposals in which that member or a related party has an interest that conflicts or may conflict with the interests of the Corporation. Such a Board of Directors member shall not be counted toward the minimum quorum required to hold a Board of Directors meeting for decisions on which that member is not entitled to vote.
- d) Resolutions shall be passed by a majority vote (over 50%) of attending members. In the event that the number of votes in agree and against are equal, the Chairman of the Board of Directors' vote shall be the deciding vote.
- e) Resolutions passed by written consultation shall be valid upon approval by a majority of members entitled to vote and shall have the same legal effect as resolutions adopted at meetings.

**7. Other forms of Meetings**

- a) Meetings of the Board of Directors may be conducted via teleconference among members located in different places, provided that each participant can:
  - Hear all other participants;
  - Speak simultaneously to all participants.
- b) Discussions among members may be conducted directly via telephone or other communication means, or by a combination of these methods. Board members participating in such a meeting shall be considered as "present" at the meeting. The meeting location under this provision shall be the place where the majority of Board members are present, or the location where the Chairperson of the meeting is present.

- c) Decisions made during a telephone meeting are legally organized and valid immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all Board members who participated in the meeting, as recorded in the meeting minutes.
8. Authorization for another person to attend a Board of Directors meeting on behalf of a member shall be conducted in accordance with Clause 9, Article 30 of the Corporation's Charter.
9. **Minutes of Board of Director Meetings**
- a) The Governance Officer and/or the Company Secretary shall prepare the Board of Directors' meeting minutes in a complete, detailed, and clear manner. The Governance Officer and/or the Company Secretary may record the meeting to ensure the accuracy of the content, proceedings, and outcomes of the meeting
  - b) The minutes recording the proceedings of the meeting shall be completed immediately after each meeting and signed by all attending members. The official minutes of the meeting must be finalized within seven (07) working days from the date the meeting concludes. In the event that the chairperson or the minute-taker refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all the required contents. The minutes must explicitly note the refusal of the chairperson or the minute-taker to sign.
  - c) The signatory of the meeting minutes shall bear joint responsibility for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the minute-taker shall bear personal responsibility for any damages incurred by the Corporation arising from their refusal to sign the meeting minutes in accordance with the provisions of the Enterprise Law, the Company Charter, and other relevant laws.
  - d) The chairperson, the minute-taker, and any other signatories of the meeting minutes (if any) shall bear joint responsibility for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.
  - e) The minutes of the Board of Directors' meeting and the materials used during the meeting must be kept at the Company's head office

10. **Notice of Resolutions and Decisions of the Board of Directors**

The resolutions of the Board of Directors must be notified to the relevant parties in accordance with the Corporation's Charter and the provisions of the prevailing law.

**Article 11. Subcommittees of the Board of Directors**

- 1. The Board of Directors may establish subcommittees responsible for development strategy, personnel, remuneration, internal audit, and risk management. Each subcommittee shall have at least three (03) members, including Board members and external members, as decided by the Board. Subcommittees shall operate in accordance with regulations of the Board of Directors. Resolutions of subcommittees shall be valid when approved by a majority of attending members.
- 2. Implementation of decisions of the Board of Directors or its subcommittees must comply with applicable laws, the Corporation's Charter, and Internal regulations on corporate governance.

3. The roles, responsibilities, and authority of subcommittees and their members shall be defined at the time of establishment in accordance with applicable laws.

## **CHAPTER IV**

### **CORPORATE GOVERNANCE OFFICER**

#### **Article 12. Selection, Appointment and Dismissal of the Corporate Governance Officer**

##### **1. Criteria of the Corporate Governance Officer**

- a) The Person in Charge of Corporate Governance must satisfy the following criteria:
- Possess legal knowledge and have a thorough understanding of laws applicable to the Corporation and the securities market; preference shall be given to candidates holding a formal law degree (full-time program) from domestic or foreign institutions;
  - Hold at least a university degree;
  - Have a sound understanding of the Corporation's operations;
  - Demonstrate a high sense of responsibility and strong communication skills, particularly in negotiation and consensus-building;
  - Possess organizational and analytical skills, including the ability to detect early warning signals and provide timely alerts to the management; have strong intuition and sensitivity to the thoughts and conduct of the General Director and members of the Board of Directors;
  - Be detail-oriented, flexible, and innovative;
  - Have received training in corporate governance;
  - Maintain a good personal reputation and integrity.
- b) Requirements and conditions for the Corporate Governance Officer:
- Independence: Corporate Governance Officer must not concurrently work for an audit firm that is currently auditing the Corporation's financial statements;
  - Must not be a person having family relationships with Managers or Executive Officers of the Corporation;
  - Must attend corporate governance training courses provided by institutions recognized by the State Securities Commission.
- c) Duties Corporate Governance Officer shall bear all duties applicable to Managers.

##### **2. Appointment of the Corporate Governance Officer**

- a) The Corporate Governance Officer may concurrently serve as the Company Secretary. The number of such persons shall be decided by the Board of Directors.
- b) The Board of Directors shall issue a resolution to appoint the Corporate Governance Officer. The term shall be five (05) years or such other period as determined by the Board of Directors from time to time.
- c) Information relating to candidates for this position may include, but is not limited to: educational background; employment history, relationships with members within the Corporation, number of

shares held in the Corporation, confirmation of no criminal record;... and may be supplemented by letters of recommendation and interviews with members of the Board of Directors, particularly the Chairman.

- d) Contract with the Corporate Governance Officer: The Board of Directors is responsible for determining the terms of the employment contract, matters related to remuneration, and the procedures for contract termination. The Chairman of the Board of Directors shall, on behalf of the Company, prepare the contract for execution with the Corporate Governance Officer.

**3. Cases for dismissal of the Corporate Governance Officer**

The Board of Directors may dismiss the Corporate Governance Officer at any time, provided that such dismissal complies with applicable labor laws.

**4. Notification of Appointment and Dismissal of the Corporate Governance Officer**

The Board of Directors shall notify the General Director and other Executive Officers of the appointment or dismissal of the Corporate Governance Officer.

5. The rights and obligations of the Corporate Governance Officer are stipulated in Clause 3, Article 32 of the Corporation's Charter.

## **CHAPTER V BOARD OF SUPERVISORS**

**Article 13. Roles, Rights and Obligations of the Board of Supervisors, responsibilities of its Members**

1. The roles, rights, and obligations of the Board of Supervisors are stipulated in Article 39 of the Corporation's Charter.
2. Right to Access Information of Board of Supervisors:
  - a) Documents and information must be provided to members of the Board of Supervisors at the same time and in the same manner as those provided to members of the Board of Directors, including:
    - Notices of meetings, written consultation forms for Board members, and accompanying documents;
    - Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
    - Reports of the Director or General Director submitted to the Board of Directors and other documents issued by the Corporation.
  - b) Members of the Board of Supervisors shall have the right to access records and documents of the Corporation maintained at its head office, branches, and other locations; and to visit the workplaces of managers and employees during working hours.
  - c) The Board of Directors, its members, the Director or General Director, and other managers must provide complete, accurate, and timely information and documents on management, administration, and business operations at the request of the Board of Supervisors or its members.
3. Other rights and obligations of the Board of Supervisors are stipulated in Article 39 of the Charter.

4. Responsibilities of members of the Board of Supervisors are stipulated in Chapter X of the Charter.

**Article 14. Term, number, composition and structure of the Board of Supervisors**

**1. Term, number and composition of Board of Supervisors**

- a) The Board of Supervisors shall consist of three (03) members, including one (01) Head of the Board of Supervisors.
  - b) The term of a Board of Supervisors not exceed five (05) years and may be re-elected for an unlimited number of terms. Where the term of all Board of Supervisors members expires simultaneously and new members have not yet been elected, the incumbent members shall continue to exercise their rights and obligations until replacements are elected. Where a member is elected to replace a dismissed or removed member, such member shall serve for the remaining term of the Board of Supervisors.
  - c) More than one-half (1/2) of the members of the Board of Supervisors must reside in Vietnam.
  - d) The Head of the Board of Supervisors shall be elected from among its members, and the election, dismissal, and removal shall be decided by majority vote.
2. Criteria and conditions for members of the Board of Supervisors
- a) Have full civil legal capacity and not fall under any category prohibited from establishing or managing enterprises under the Law on Enterprises.
  - b) Must not fall under the following cases:
    - Working in the accounting or finance department of the Corporation;
    - Being a member or employee of an independent audit firm that has audited the Corporation's financial statements within the preceding three (03) years.
  - c) Have been trained in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Corporation's business activities.
  - d) Not be a family member of any member of the Board of Directors, the General Director, or other managers of the Corporation or its parent company.
  - e) Not be a manager of the Corporation; not necessarily be a shareholder or employee of the Corporation, unless otherwise provided in the Charter.
  - f) Satisfy other criteria and conditions as prescribed by applicable laws and the Charter.

**Article 15. Nomination, candidacy, election, dismissal and removal of Members of the Board of Supervisors**

**1. Nomination and candidacy of member of Board of Supervisors**

- a) Shareholders or groups of shareholders holding shares (as of the record date) in accordance with Clause 2, Article 25 of the Charter shall have the right to nominate and nominate themselves as candidates.
- b) Required documentation:

- Full name and date of birth;
  - Educational background;
  - Professional qualifications;
  - Employment history;
  - Companies in which the candidate holds positions as Board of Supervisors member or other managerial roles;
  - Relationships with related persons;
  - Relationships with major business partners of the Corporation;
  - Information relating to the candidate's financial status and other matters that may affect the candidate's independence and duties;
  - Written statement regarding any refusal to provide information as requested by the Corporation.
- c) For a group of shareholders: full list of shareholders in the group, proof of share ownership, and agreement on nomination of member of Board of Supervisors.
- d) Candidates must provide a written commitment confirming the truthfulness, accuracy, and reasonableness of the information provided and undertake to perform their duties honestly if elected.
- e) Application dossiers must be submitted to the Corporation's head office.
- f) Where the number of candidates remains insufficient, the incumbent Board of Supervisors may nominate additional candidates. Such nominations must be clearly disclosed and approved by the General Meeting of Shareholders prior to the election.

## **2. Method of election of member of Board of Supervisors**

The election of Board of Supervisors members shall be conducted by cumulative voting, in the same manner as the election of members of the Board of Directors as provided in this Regulation.

## **3. Cases for dismissal or removal of members of the Board of Supervisors**

- a) Dismissal of Supervisors shall be carried out in accordance with Clause 3, Article 37 of the Charter.
- b) Removal of Supervisors shall be carried out in accordance with Clause 4, Article 37 of the Charter.

## **4. Notice of Election, Dismissal, or Removal of member of Board of Supervisors**

All changes relating to the election, dismissal, or removal of Board of Supervisors members must be disclosed in accordance with applicable laws on information disclosure.

## **Article 16. Salary and other benefits of members of the Board of Supervisors**

- 1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total remuneration, benefits, and annual operating budget of the Board of Supervisors.
- 2. Members shall be reimbursed for reasonable expenses for accommodation, travel, and

independent advisory services. The total remuneration and expenses shall not exceed the approved annual operating budget of the Board of Supervisors, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Corporation in accordance with corporate income tax laws and other applicable regulations and must be separately disclosed in the Corporation's annual financial statements.

## **CHAPTER VI GENERAL DIRECTOR**

### **Article 17. Role, responsibilities, rights and obligations of the General Director**

1. The General Director shall be responsible for the day-to-day management and operation of the Company's business; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.
2. The responsibilities, rights, and obligations of the General Director are stipulated in Clause 4, Article 35 of the Corporation's Charter.

### **Article 18. Appointment, dismissal, execution and termination of employment contract of the General Director**

#### **1. Term, Criteria and Conditions of the General Director**

- a) The term of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms.
- b) In addition to the provisions set out in Article 35 of the Charter, the General Director must satisfy the following criteria and conditions:
  - Possess professional qualifications and practical experience in business administration in the Company's principal business lines (*priority given to individuals holding a significant number of shares in the Company*);
  - Hold a university degree or higher;
  - Not concurrently hold the position of Director or General Director or any managerial position in any other organization or enterprise;
  - Have full civil legal capacity and not fall under any category prohibited from managing enterprises.

#### **2. Appointment and execution of employment Contract with the General Director**

- a) The Board of Directors shall appoint the General Director.
- b) The Chairman of the Board of Directors shall, on behalf of the Board, execute the employment contract with the General Director.

#### **3. Dismissal and termination of employment contract for the General Director**

- a) The Board of Directors shall convene a meeting to vote on the dismissal or removal of the General Director in accordance with Article 35 of the Charter.
- b) Such dismissal or removal must be documented in a resolution of the Board of Directors approved by at least fifty percent (50%) of the members of the Board of Directors.

**4. Salary and other benefits of with the General Director**

- a) The General Director shall be entitled to salary and bonuses as determined by the Board of Directors.
- b) The salary of the General Director shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, disclosed as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

**CHAPTER VII  
OTHER ACTIVITIES**

**Article 19. Coordination among the Board of Directors, the Board of Supervisors and the General Director**

- 1. Procedures, Sequence for Convening, Notice, Minutes, and Meeting Results between the Board of Directors, the Supervisory Board, and the General Director**
  - a) The General Director, if concurrently a member of the Board of Directors or the Supervisory Board, has the right to attend meetings of the Board of Directors. Procedures for convening such meetings are as stipulated for Board meetings.
  - b) Matters relating to coordination among the Board of Directors, the Supervisory Board, and the General Director shall be incorporated into the agenda of Board meetings.
- 2. Resolutions and decisions of the Board of Directors must be notified by the Chairman or the Corporate Governance Officer to the Board of Supervisors and the General Director for monitoring and implementation.**
- 3. Cases where the General Director and the Board of Supervisors propose convening a Board of Directors Meeting and matters requiring the Board's opinion**
  - Conflicts of rights and obligations between the Board of Directors and the General Director;
  - Crises beyond the authority of the General Director;
  - Transactions in which the General Director is a related party;
  - Material issues arising during the implementation of Board resolutions;
  - Matters exceeding the delegated authority of the General Director.
- 4. Report of the General Director to the Board of Directors on the performance of assigned duties and authorities**
  - a) The contents of the General Director's report on the performance of assigned duties and authorities are always integrated as a single agenda item in the Board of Directors' meeting

program

b) Such reports shall include:

- Overall performance of the Corporation, particularly in comparison with competitors;
- Implementation of business strategies;
- Marketing and business targets;
- Financial performance;
- Compliance of management with laws, internal governance, risk management, internal control, and business ethics;
- Performance of management at both team and individual levels.

**5. Review of the implementation of resolutions and other delegated matters of the Board of Directors by the General Director**

The monitoring of the implementation of resolutions and other delegated matters of the Board of Directors regarding the General Director is always included as a single agenda item in the Board of Directors' meeting program.

**6. Matters the General Director must report on, provide information about, and the method of notification to the Board of Directors and the Board of Supervisors**

The General Director shall provide information appropriately in the following cases:

- a) Upon request by members of the Board of Directors for information and documents relating to financial status and business operations in accordance with the laws.
- b) Upon written or email requests from Head of Board committees that the General Director provide information on matters approved by the Subcommittee. In such cases, the General Director is required to report in writing

**7. Coordination of control, management, and supervision activities among the members of the Board of Directors, the members of the Board of Supervisors, and the General Director according to the specific responsibilities of the aforementioned members**

- a) Members of the Board of Directors shall coordinate the control, management, and supervision of the General Director in accordance with the operational regulations of the specialized subcommittees.
- b) Members of the Board of Directors may exchange information directly during Board meetings or subcommittee meetings.
- c) Members of the Board of Directors may coordinate with other executive officers of the Corporation after consulting with the General Director regarding the topic, timing, and other relevant matters.
- d) For matters requiring the Board of Directors approval based on proposals from the General Director under Clause 2, Article 27 of the Charter, the Board of Directors must respond within 7 days or within another period agreed upon by the parties.
- e) In urgent cases, for purposes related to their duties, Board members have the right to request the General Director or other managers of the Corporation to provide information about the Corporation's operations, provided they obtain the consent of the Chairman of the Board. Such requests must be made in writing and sent to the General Director at least 24 hours in advance.

- f) The Board of Directors is responsible for responding to proposals regarding the Charter, the Internal regulations on Corporate Governance, organizational structure, and the number of managerial positions within 15 days.
- g) For matters concerning the approval of Related Party Transactions or Material Transactions, the Board of Directors must respond in writing within 7 days.
- h) In the event that Board of Directors meetings invite members of the management team or any other management level, the Board of Directors is responsible for sending the meeting invitation and, if applicable, preparatory materials at least 7 days in advance (through the Company Secretary).

**Article 20. Regulations on the annual evaluation of reward and disciplinary activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, and other corporate executives**

**1. Performance evaluation**

a) Board of Directors:

- (i) The Board of Directors conducts an evaluation of its members combined with an evaluation of the activities of the committees and an assessment of each individual Board member. The evaluation is conducted once a year.
- (ii) Evaluation of the activities of the Board of Directors and the committees: Evaluation criteria: Behavior and operational effectiveness, as reflected in the following aspects:
  - Revenue results, profit, and other non-financial indicators;
  - The ratio of non-executive and executive members within the composition of the Board of Directors;
  - The number of Board meetings, committee meetings, and the topics addressed in each meeting;
  - The number of cases of conflicts of interest that occurred;
  - Compliance with information confidentiality regulations;
  - Participation of the Board of Directors in management training programs;
  - Development of remuneration policies for the Board of Directors;
  - New policies developed and promulgated.

b) **Members of the Board of Supervisors:**

- (i) The Head of the Board of Supervisors organizes the evaluation of the level of fulfillment of assigned duties of each member.
- (ii) The Board of Supervisors evaluates its members based on the following criteria:
  - Compliance with laws, the company charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
  - Fulfillment of responsibilities and duties.

**2. Rewards**

- a) The Board of Directors is responsible for developing the reward system. Rewarding is carried out based on the results of the performance evaluation under this Regulation

- b) Forms of rewards include:
  - Monetary rewards;
  - Non-monetary incentives.
- c) For Board members: decided within the remuneration approved by the General Meeting of Shareholders.
- d) For executives, the reward funds shall be drawn from the Company's Welfare and Reward Fund and other lawful sources, or may be accounted as a pre-tax expense in accordance with the relevant legal provisions. The reward amount shall be based on the actual situation of each year

### **3. Disciplinary Measures**

- a) The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violation. Disciplinary measures may go up to dismissal or removal from position.
- b) Members of the Board of Directors, the General Director, and other Executive Officers who fail to fulfill their duties in accordance with requirements of honesty, diligence, prudence, and full accountability shall bear personal responsibility for any damages they cause.
- c) Members of the Board of Directors, the General Director, and other Executive Officers who, in the course of performing their duties, commit acts that violate legal regulations or Company rules shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal liability in accordance with the disciplinary system and legal provisions. In cases causing damage to the interests of the Company, shareholders, or others, they shall be liable for compensation under the law.

### **Article 21. Effectiveness**

- 1. These Regulation shall take effect from April 20, 2026.
- 2. Matters not addressed in this Regulation shall be governed by the provisions of the Company Charter and/or the applicable laws. In the event of a conflict between the provisions of this Regulation and the Company Charter, the provisions of the Company Charter shall take precedence.
- 3. In cases where legal provisions relevant to the Company's operations are not covered in the Company Charter or this Regulation, or in the event of new legal provisions that differ from the provisions of this Regulation, the legal provisions shall apply to govern the Company's operations.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

**MAI KIEU LIEN**



**EXPLANATORY STATEMENT ON AMENDMENTS AND SUPPLEMENTS TO CERTAIN PROVISIONS OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

The Internal Regulations on Corporate Governance of Vietnam Livestock Corporation – JSC (“Regulations”) are amended and supplemented as follows:

1. Adjustment of the formatting of the Regulations;
2. Amendment and supplementation of certain provisions. The key amendments and supplements are presented in the table below.

No.	Content	Current Internal Regulations	Proposed Amendments and Supplements ( <b>Bold text shall mean additions/changes;</b> <del>Strikethrough shall mean deletions</del> )	Reason
<b>Procedures for convening and conducting the General Meeting of Shareholders to pass resolutions by voting at the meeting.</b>				
1	Method of shareholder registration for attending the General Meeting of Shareholders	... b) Before opening the meeting, the Corporation must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered; ...	... b) Before opening the meeting, the Corporation must carry out shareholder registration procedures <b>through the Shareholder Qualification Verification Committee</b> and continue registration until all shareholders entitled to attend have registered; ...	Supplementing an assisting Committee in organizing the General Meeting of Shareholders to clarify the method of shareholder registration.
<b>Procedures for passing resolutions of the General Meeting of Shareholders by collecting written opinions</b>				
2	Notice of collecting written opinions from shareholders	None	a) <b>When deciding to collect written opinions from shareholders, the Board of Directors shall meet to agree on the matters to be consulted, the purpose of consultation, the record date for preparing the list of shareholders entitled to give opinions, and assign tasks for preparation and implementation.</b>	Supplementing to clarify procedures in case of collecting written opinions.



No.	Content	Current Internal Regulations	Proposed Amendments and Supplements (Bold text shall mean additions/changes; Strikethrough shall mean deletions)	Reason
3	Preparing the list of shareholders consulted	None	<p>b) The Board of Directors shall disclose information on the record date for consultation at least 20 days before the record date.</p> <p>c) The notice of collecting written opinions must be published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company is listed or registered for trading.</p>	Supplementing to clarify procedures in case of collecting written opinions.
4	Method of sending opinion forms	<p>a) Opinion forms may be sent to the Corporation by the following methods:</p> <ul style="list-style-type: none"> <li>- Express mail: Opinion forms must be enclosed in sealed envelopes and no one may open them before vote counting;</li> <li>- Fax or email: Opinion forms sent by fax or email must be kept confidential until vote counting.</li> </ul>	<p>a) The Board of Directors shall send opinion forms to shareholders by post, email, fax, and/or other communication methods to ensure delivery to each shareholder's contact address.</p> <p>b) Explanatory documents may be attached to the opinion form or posted on the</p>	Supplementing to clarify procedures in case of collecting written opinions.

No.	Content	Current Internal Regulations	Proposed Amendments and Supplements ( <b>Bold text shall mean additions/changes;</b> <b>Strikethrough shall mean deletions)</b>	Reason
5	Vote counting and preparation of vote-counting minutes	<p>- Opinion forms received after the deadline specified in the form, or opened prematurely in case of mail, or disclosed before vote counting in case of fax/email, are invalid. Opinion forms not returned are considered non-voting.</p>	<p><b>Company's website for shareholders to review before responding.</b></p> <p>c) Opinion forms may be returned to the Corporation by the following methods:</p> <ul style="list-style-type: none"> <li>- Express mail: Opinion forms must be enclosed in sealed envelopes and no one may open them before vote counting;</li> <li>- Fax or email: Opinion forms sent by fax or email must be kept confidential until vote counting.</li> <li>- Opinion forms received after the deadline specified in the form, or opened prematurely in case of mail, or disclosed before vote counting in case of fax/email, are invalid. Opinion forms not returned are considered non-voting.</li> </ul>	Supplementing provisions to ensure objectivity in vote counting when collecting written opinions.
1	Structure of the Board of Directors	<p>a) The Board of Directors organizes vote counting and prepares minutes under the witness and supervision of the Supervisory Board or shareholders not holding managerial positions in the Corporation. The minutes must include the following main contents:</p> <p>...</p>	<p>a) The Board of Directors <b>organizes establishes</b> a <b>Vote Counting Committee to conduct</b> vote counting and prepare minutes under the witness and supervision of the Supervisory Board or shareholders not holding managerial positions in the Corporation. The minutes must include the following main contents: ...</p>	Adjustment due to changes in legal regulations, based on Clause 79 Article 1 of
<b>Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors.</b>				
1	Structure of the Board of Directors	The structure of the Board of Directors must ensure at least one (01) independent member and	The structure of the Board of Directors must ensure at least one (01) independent member and	Adjustment due to changes in legal regulations, based on Clause 79 Article 1 of

No.	Content	Current Internal Regulations	Proposed Amendments and Supplements (Bold text shall mean additions/changes; Strikethrough shall mean deletions)	Reason
		at least one-third (1/3) of the total members are non-executive members.	at least <del>one-third (1/3)</del> of the total members at least <b>one (01)</b> non-executive member.	Decree 245/2025/ND-CP.
2	Effective date		<p>...</p> <p>2. Matters not specified in these Regulations shall be governed by the Company's Charter and/or applicable laws. In case of conflict between these Regulations and the Company's Charter, the Charter shall prevail.</p> <p>3. If there are legal provisions related to the Company's operations not covered in the Charter and these Regulations, or if new legal provisions differ from these Regulations, the legal provisions shall apply to govern the Company's operations.</p>	Supplementing to provide timely guidance in case of changes in legal regulations before the Regulations are updated.



**TỔNG CÔNG TY CHĂN NUÔI  
VIỆT NAM – CTCP  
VIETNAM LIVESTOCK  
CORPORATION - JSC**

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Số/No.: 01/2026/VLC/NQ-ĐHĐCĐ

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**

**Độc lập – Tự do – Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**

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TP. Hồ Chí Minh, ngày 20 tháng 04 năm 2026

Ho Chi Minh City, day 20 month 04 year 2026

**NGHỊ QUYẾT  
RESOLUTION**

**ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TỔNG CÔNG TY CHĂN NUÔI VIỆT NAM – CTCP  
VIETNAM LIVESTOCK CORPORATION - JSC**

**Căn cứ/Pursuant to**

- Luật Doanh nghiệp số 59/2020/QH14 và các văn bản hướng dẫn thi hành;  
*Enterprise Law No. 59/2020/QH14 and amended and supplemented documents from time to time;*
- Luật số 03/2022/QH15 sửa đổi, bổ sung một số điều của Luật Đầu tư công, Luật đầu tư theo phương thức đối tác công tư, Luật Đầu tư, Luật Nhà ở, Luật Đấu thầu, Luật Điện lực, Luật Doanh nghiệp, Luật thuế tiêu thụ đặc biệt và Luật thi hành án dân sự;  
*Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, Law on Investment in the Form of Public-Private Partnership, Law on Investment, Housing Law, Bidding Law, Electricity Law, Law on Enterprises, Law on Excise Tax and the Law on Enforcement of Civil Judgments;*
- Luật Doanh nghiệp số 76/2025/QH15 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 17 tháng 06 năm 2025 sửa đổi, bổ sung một số điều của Luật Doanh nghiệp số 59/2020/QH14;  
*The Law on Enterprises No. 76/2025/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;*
- Điều lệ tổ chức và hoạt động của Tổng công ty Chăn nuôi Việt Nam – CTCP;  
*The current charter of Vietnam Livestock Corporation - JSC;*
- Biên bản họp Đại hội đồng cổ đông thường niên năm 2026 ngày 20/04/2026 của Tổng công ty Chăn nuôi Việt Nam – CTCP;  
*Minutes of the 2026 Annual General Meeting of Shareholders dated April 20, 2026 of Vietnam Livestock Corporation - JSC.*

**QUYẾT NGHỊ/ DECIDES:**

**Điều 1:** Đại hội đồng cổ đông (“ĐHĐCĐ”) thường niên năm 2026 của Tổng Công ty Chăn nuôi Việt Nam – CTCP (sau đây gọi tắt là “Vilico” hoặc “Công ty”) đã thông qua Nghị quyết này với các nội dung sau:

*The English translation of this Resolution is for reference purposes only. In case of any discrepancy between the Vietnamese and English contents of the Resolution, the Vietnamese contents shall prevail.*

**Article 1: The 2026 Annual General Meeting of Shareholders (“AGM”) of Vietnam Livestock Corporation - JSC (“Vilico” or the “Company”) has approved this Resolution with the following contents:**

- 1. Báo cáo của Hội đồng quản trị (“HĐQT”) cho năm 2025**  
***The report of the Board of Directors (“BOD”) for 2025***  
ĐHĐCĐ thông qua báo cáo của Hội đồng quản trị và thành viên độc lập Hội đồng quản trị cho năm 2025 như được trình bày trong tài liệu họp ĐHĐCĐ.  
*The AGM approved the Report of the BOD and the independent member of the BOD for 2025 as presented in the AGM’s documents.*
- 2. Báo cáo của Ban kiểm soát (“BKS”) cho năm 2025**  
***The report of the Board of Supervisor (“BOS”) for 2025***  
ĐHĐCĐ thông qua báo cáo của Ban kiểm soát cho năm 2025 như được trình bày trong tài liệu họp ĐHĐCĐ.  
*The AGM approved the Report of the BOS for 2025 as presented in the AGM’s documents.*
- 3. Báo cáo tài chính năm 2025 được kiểm toán**  
***The audited 2025 financial statements***  
ĐHĐCĐ thông qua Báo cáo tài chính năm 2025 được kiểm toán bởi Công ty TNHH KPMG như được trình bày trong tài liệu của ĐHĐCĐ.  
*The AGM approved the 2025 Financial Statements audited by KPMG Ltd. as presented in the AGM’s documents.*
- 4. Phân phối lợi nhuận năm 2025**  
***The profit distribution for 2025***  
ĐHĐCĐ thông qua nội dung phân phối lợi nhuận trong năm 2025 như sau:  
- Lợi nhuận chưa phân phối đầu năm : 395,2 tỷ đồng  
- Lợi nhuận chưa phân phối cuối năm : 538,1 tỷ đồng.  
Toàn bộ lợi nhuận chưa phân phối tính đến ngày 31/12/2025 sẽ được giữ lại nhằm tăng cường nguồn vốn phục vụ hoạt động sản xuất kinh doanh và đầu tư vào các dự án trọng điểm của Công ty.  
*The AGM approved the profit distribution for 2025 as follows:*  
- Retained profit at the beginning of the year : 395,2 billion (VND)  
- Retained profit at the end of the year : 538,1 billion (VND).  
*All retained profit as of December 31, 2025 will be kept to strengthen the capital source for business operations and investment in the Company’s key projects.*
- 5. Chuyển nguồn quỹ đầu tư phát triển về lợi nhuận chưa phân phối**  
***Transfer of the Development Investment Fund to Retained Earnings***  
ĐHĐCĐ thông qua việc dùng trích Quỹ đầu tư phát triển kể từ năm 2026, đồng thời chuyển toàn bộ số tiền từ Quỹ đầu tư phát triển tính đến hết ngày 31/12/2025 là 80.559.835.691

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VND sang Lợi nhuận sau thuế chưa phân phối nhằm phù hợp với tình hình hoạt động và nhu cầu sử dụng vốn của Công ty.

*The AGM approved the cessation of allocations to the Development Investment Fund from 2026, and the transfer of the entire balance of the Development Investment Fund as of December 31, 2025, amounting to VND 80.559.835.691, to Retained Earnings, in order to align with the Company's operational situation and capital utilization needs.*

**6. Kế hoạch doanh thu, lợi nhuận năm 2026**

*The revenue and profit guidance for 2026*

ĐHĐCĐ thông qua kế hoạch doanh thu, lợi nhuận năm 2026 với các chỉ tiêu chủ yếu như sau:

*The AGM approved the Company's 2026 revenue and profit guidance as follows:*

Stt No.	Các chỉ tiêu chủ yếu <i>Main indicators</i> (làm tròn tỷ đồng/ VND billion)	Kế hoạch 2026 <i>2026 Guidance</i>	Thực hiện 2025 <i>2025 Actual</i>	% tăng/(giảm) so với 2025
1	Doanh thu thuần <i>Total revenue</i>	3.731,8	3.112,1	19,9%
2	Lợi nhuận trước thuế <i>Profit before tax</i>	65,2	43,8	48,7%
3	Lợi nhuận sau thuế <i>Profit after Tax</i>	19,3	23,2	-16,9%

**7. Lựa chọn đơn vị kiểm toán độc lập cho năm tài chính 2026**

*The selection of independent auditors for fiscal year 2026*

ĐHĐCĐ phê duyệt danh sách các đơn vị kiểm toán độc lập cho năm tài chính 2026 là bốn công ty kiểm toán (Big 4) hoạt động tại Việt Nam, gồm:

*The AGM approved the list of independent auditors for the fiscal year 2026 as the following:*

- Công ty TNHH KPMG Việt Nam (KPMG)/KPMG Company Limited (KPMG);
- Công ty TNHH PwC (Việt Nam) (PwC)/PwC (Vietnam) Company Limited (PwC);
- Công ty TNHH Ernst & Young Việt Nam (E&Y)/Ernst & Young Vietnam Co., Ltd. (EsY);
- Công ty TNHH Deloitte Việt Nam (Deloitte)/Deloitte Vietnam Co., Ltd.

Giao cho HĐQT quyết định lựa chọn một trong bốn công ty kiểm toán nêu trên để thực hiện kiểm toán cho năm tài chính 2026.

*To assign the Board of Directors to select an independent audit entity as one of four audit firms above for the fiscal year 2026.*

**8. Thù lao của HĐQT và BKS năm 2026**

*The total remuneration for the BOD and the BOS in 2026*

ĐHĐCĐ thông qua thù lao cho Hội đồng quản trị và Ban kiểm soát trong năm 2026 như sau:

*The AGM approved the total remuneration and benefits for the BOD and the BOS in 2026:*

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- Chủ tịch HĐQT : 10.000.000 đồng/tháng.  
*Chairperson of the BOD : 10.000.000 VND/month.*
- Thành viên HĐQT : 8.000.000 đồng/ tháng.  
*Member of the BOD : 8.000.000 VND/month.*
- Trưởng Ban kiểm soát : 8.000.000 đồng/ tháng.  
*Head of the BOS : 8.000.000 VND/month.*
- Thành viên Ban kiểm soát : 6.000.000 đồng/ tháng.  
*Member of the BOS : 6.000.000 VND/month.*

**9. Sửa đổi Điều lệ công ty**

***Amendment of the Company Charter***

ĐHĐCĐ thông qua việc sửa đổi Điều lệ và thông qua bản Điều lệ mới của Công ty (đã cập nhật các nội dung sửa đổi, bổ sung) để thay thế bản Điều lệ đã được thông qua ngày 26/09/2023 (*Bản Điều lệ mới được trình bày trong tài liệu họp ĐHĐCĐ*).

*The AGM approved the Amendment of the Company Charter and the adoption of the new Charter (incorporating the amended and supplemented contents) to replace the Charter approved on September 26, 2023.*

*(The new Charter is presented in the AGM's documents.)*

**10. Sửa đổi Quy chế nội bộ về quản trị công ty**

***Amendment of the Internal Regulations on Corporate Governance***

ĐHĐCĐ thông qua việc sửa đổi Quy chế nội bộ về quản trị công ty và thông qua bản Quy chế nội bộ về quản trị công ty mới của Công ty (đã cập nhật các nội dung sửa đổi, bổ sung) để thay thế bản Quy chế nội bộ về quản trị công ty đã được thông qua ngày 08/06/2022.

*(Bản Quy chế nội bộ về quản trị công ty mới được trình bày trong tài liệu họp ĐHĐCĐ).*

*The AGM approved the Amendment of the Internal Regulations on Corporate Governance and the adoption of the new Internal Regulations on Corporate Governance of the Company (incorporating the amended and supplemented contents) to replace the Internal Regulations on Corporate Governance approved on June 8, 2022.*

*(The new Internal Regulations on Corporate Governance are presented in the AGM's documents.)*

**11. Giá trị chuyển nhượng Dự án Tam Đảo cho Công ty TNHH Chăn nuôi Việt Nhật**

***Transfer value of the Tam Dao Project to Japan Vietnam Livestock Company Limited***

ĐHĐCĐ thông qua giá chuyển nhượng Dự án Tam Đảo như sau:

*The AGM approved the transfer price of the Tam Dao Project as follows:*

- Giá chuyển nhượng: không thấp hơn 1.066 tỷ đồng (Bằng chữ: Một ngàn không trăm sáu mươi sáu tỷ đồng), chưa bao gồm thuế GTGT, được tính trên cơ sở:

*Transfer price: not less than VND 1.066 billion (in words: One thousand and sixty-six billion Vietnamese dong), excluding VAT, determined on the basis of:*

- Tổng chi phí để hoàn thành các công trình xây dựng, hạng mục đầu tư xây dựng của Dự án Tam Đảo. Tổng chi phí này dựa trên CAPEX của Dự án Tam Đảo;  
*The total cost required to complete the construction works and investment items of the Tam Dao Project, based on the Project's CAPEX;*
- Khoản lợi thế thương mại từ đất và chuyển nhượng Dự án Tam Đảo (lợi nhuận của VLC từ việc chuyển nhượng Dự án Tam Đảo cho JVL);  
*The goodwill arising from the land and the transfer of the Tam Dao Project (VLC's profit from the transfer of the Tam Dao Project to JVL);*
- Các chi phí hợp lý khác phát sinh từ hoặc liên quan đến việc triển khai thực hiện Dự án Tam Đảo.  
*Other reasonable costs incurred from or in connection with the implementation of the Tam Dao Project.*

Giá chuyển nhượng không bao gồm:

*The transfer price excludes:*

- Giá trị chuyển nhượng máy móc thiết bị của Khu A và khu B đã thực hiện là: **213.283.581.196 VND**;  
*The transfer value of machinery and equipment of Zone A and Zone B already implemented: VND 213.283.581.196;*
- Giá trị các hạng mục máy móc thiết bị và Dự phòng phí chuyển giao cho JVL tự thực hiện là: **222.304.176.452 VND**.  
*The value of machinery and equipment items and contingency costs to be transferred for JVL to implement on its own: VND 222.304.176.452.*

Các giá trị này chưa bao gồm thuế, phí, lệ phí và các chi phí liên quan đến việc mua, cài đặt và vận hành máy móc thiết bị.

*These values exclude taxes, fees, charges, and other costs related to the procurement, installation, and operation of the machinery and equipment.*

Ủy quyền cho HĐQT và Người đại diện theo pháp luật của VLC thực hiện các nội dung sau:  
*To authorize the Board of Directors and the legal representative of VLC to carry out the following:*

- Đàm phán, thống nhất với JVL về các điều khoản cuối cùng của Hợp đồng chuyển nhượng trên cơ sở các nội dung đã được ĐHĐCĐ thông qua;  
*To negotiate and finalize with JVL the terms and conditions of the transfer agreement based on the contents approved by the AGM;*
- Ký kết Hợp đồng chuyển nhượng và các thỏa thuận, văn kiện, tài liệu khác có liên quan đến việc chuyển nhượng Dự án Tam Đảo với JVL, Tập đoàn Sojitz và các bên liên quan;  
*To execute the Transfer Agreement and other agreements, documents, and instruments related to the transfer of the Tam Dao Project with JVL, Sojitz Corporation, and relevant parties;*
- Thực hiện hoặc tổ chức thực hiện (bao gồm cả việc ủy quyền lại cho người đại diện phần vốn góp của VLC tại JVL, và các cá nhân/tổ chức khác) để thực hiện các công việc, thủ

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tục cần thiết với các cơ quan nhà nước có thẩm quyền để hoàn thành việc chuyển nhượng Dự án Tam Đảo.

*To carry out or arrange for the implementation (including re-authorizing VLC's capital representative(s) at JVL, and other individuals/organizations) of all necessary tasks and procedures with competent state authorities to complete the transfer of the Tam Dao Project.*

**Điều 2:** Hội đồng Quản trị, Ban Kiểm soát, Người đại diện theo pháp luật, các Cổ đông của Công ty và những người có liên quan chịu trách nhiệm thi hành Nghị quyết này.

**Article 2:** *The Board of Directors, the Board of Supervisor, the legal representative, Shareholders of the Company and related persons are responsible for the implementation of this Resolution.*

**Điều 3:** Nghị quyết có hiệu lực kể từ ngày ký.

**Article 3:** *This Resolution takes effect from the date of signing.*

**TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG  
FOR ON BEHALF OF THE AGM  
CHỦ TỌA – CHỦ TỊCH HĐQT  
CHAIRPERSON**

**MAI KIỀU LIÊN**