

**CÔNG TY CỔ PHẦN
PHÂN BÓN BÌNH ĐIỀN
BINH DIEN FERTILIZER
JOINT STOCK COMPANY**

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

*TP. Hồ Chí Minh, ngày 24 tháng 04 năm 2026
Ho Chi Minh City, April 24, 2026*

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

**Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
To: State Securities Commission of Vietnam
Hochiminh Stock Exchange**

1. Tên tổ chức: **CÔNG TY CỔ PHẦN PHÂN BÓN BÌNH ĐIỀN**
Name of organization: BINH DIEN FERTILIZER JOINT STOCK COMPANY

- Mã chứng khoán / Stock code: **BFC**

- Địa chỉ: C12/21 đường Lê Khả Phiêu, xã Tân Nhựt, Thành phố Hồ Chí Minh
Address: C12/21 Le Kha Phieu Street, Tan Nhut Commune, Ho Chi Minh City

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

Toàn văn Điều lệ tổ chức và hoạt động của Công ty cổ phần Phân bón Bình Điền sau khi được sửa đổi, đã được Đại hội đồng cổ đông thường niên năm 2026 thông qua tại kỳ họp tổ chức ngày 24/04/2026.

The Charter on the organization and operation of Binh Dien Fertilizer Joint Stock Company, as amended, was approved at the 2026 Annual General Meeting of Shareholders held on April 24, 2026.

Nội dung sửa đổi cụ thể như sau: Khoản 3 Điều 2 của Điều lệ tổ chức và hoạt động của Công ty.

The specific amendment is as follows: Clause 3, Article 2 of the Company's Charter on organization and operation.



Khoản 3 Điều 2 hiện hành <i>Current Clause 3, Article 2</i>	Khoản 3 Điều 2 sau sửa đổi <i>Clause 3, Article 2 after amendment</i>
3. Trụ sở đăng ký của Công ty: Địa chỉ trụ sở chính: C12/21 Quốc lộ 1A, xã Tân Kiên, huyện Bình Chánh, Tp. HCM. <i>3. Registered office of the Company:</i> <i>Head office address: C12/21 National Highway 1A, Tan Kien Commune, Binh Chanh District, Ho Chi Minh City.</i>	3. Trụ sở đăng ký của Công ty: Địa chỉ trụ sở chính: C12/21 đường Lê Khả Phiêu, xã Tân Nhựt, Thành phố Hồ Chí Minh, Việt Nam. <i>3. Registered office of the Company:</i> <i>Head office address: C12/21 Le Kha Phieu Street, Tan Nhut Commune, Ho Chi Minh City, Vietnam.</i>

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 24/04/2026 tại đường dẫn www.binhdien.com.

This information was published on the Company's website on April 24, 2026, as in the link www.binhdien.com

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.

Tài liệu đính kèm/Attached documents:

- Điều lệ tổ chức và hoạt động Công ty cổ phần Phân bón Bình Điền sửa đổi ngày 24/04/2026.
- The amended Charter on the organization and operation of Binh Dien Fertilizer Joint Stock Company dated April 24, 2026

**CÔNG TY
CỔ PHẦN
PHÂN BÓN
BÌNH ĐIỀN**

Digitally signed
by CÔNG TY CỔ
PHẦN PHÂN
BÓN BÌNH ĐIỀN

Đại diện tổ chức
Organization representative
Người được ủy quyền CBTT
Person authorized to disclose information



Trần Ngọc Hùng
Tran Ngoc Hung



THE SOCIALIST REPUBLIC OF VIETNAM

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CHARTER
ORGANIZATION AND OPERATION

BINH DIEN FERTILIZER
JOINT STOCK COMPANY

Hồ Chí Minh City, 24 April 2026

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INTRODUCTION

This Charter was passed according to the Resolution of the Annual General Meeting of Shareholders on 28 April 2021 of Binh Dien Fertilizer Joint Stock Company, and was amended and supplemented according to the Resolution of the Annual General Meeting of Shareholders on 29 April 2022, the Resolution of the Annual General Meeting of Shareholders on 28 April 2023, the Resolution of the Annual General Meeting of Shareholders on 26 April 2024 and the Resolution of the Annual General Meeting of Shareholders on 24 April 2026.

This Charter is the legal basis for the organization and operation of Binh Dien Fertilizer Joint Stock Company (hereinafter referred to as the Company), which is established and operates under the Law on Enterprises and its guiding documents. The Charter, the Company's Regulations, and the Resolutions of the General Meeting of Shareholders and the Board of Directors that have been duly passed in accordance with relevant laws shall be binding regulations during the Company's production and business operations.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

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

b) *Voting capital* is the share capital, according to which the owner has the right to vote on issues under the decision-making authority of the General Meeting of Shareholders;

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 17 June 2020;

d) *Securities Law* means the Securities Law No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic Of Vietnam on 26 November 2019;

d) *Vietnam* is the Socialist Republic of Vietnam;

e) *Date of establishment* is the date the Company is granted the Business Registration Certificate (Business Registration Certificate and equivalent valid documents) for the first time;

g) *Business executives* are the General Director, Deputy General Director, and Chief Accountant of the Company;

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

i) *Affiliated persons* are individuals or organizations as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

k) *Shareholders* are individuals or organizations owning at least one share of the joint stock company;

l) *Founding shareholders* are shareholders owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;

m) *Major shareholders* are shareholders as prescribed in Clause 18, Article 4 of the Law on Securities;

n) *Duration of operation* is the duration of the Company's operation as prescribed in Article 2 of this Charter and the extension period (If any) passed by the Company's General Meeting of Shareholders;

o) *The Stock Exchange* means the Vietnam Stock Exchange and its Company's subsidiaries.

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

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

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices, business locations and operating term of the Company

1. Name of the Company

- Name of the Company in Vietnamese: CÔNG TY CỔ PHẦN PHÂN BÓN BÌNH ĐIỀN;

- Name of the Company in foreign language: BINH DIEN FERTILIZER JOINT STOCK COMPANY;

- Abbreviated name of the Company: BFC.

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

3. Registered office of the Company:

Head office address: C12/21 Le Kha Phieu Street, Tan Nhut Commune, Ho Chi Minh City, Vietnam.

4. Telephone, fax, website, logo:

- Telephone: (028) 3756 0110;
- Fax: (028) 3756 0799;
- Email: phanbon@binhdien.com;
- Website: www.binhdien.com;

- Logo:



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

6. Unless the operation is terminated before the deadline specified in Clause 2, Article 55 or extended in accordance with Article 56 of this Charter, the operating term of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

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

2. The legal representative of the Company is an individual representing the Company to exercise rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related rights and obligations before Arbitration or Courts. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

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

4. In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint another person as a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint another person as a replacement.

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

Article 4. Operational objectives of the Company

1. The Company's business lines are:

- Production and trading of inorganic, organic, microbial, and micro-nutrient fertilizers, plant and animal growth regulators (not producing fertilizers of any kind in residential areas in Ho Chi Minh City);

Import and export trading of fertilizer products, equipment and technology for fertilizer production, agricultural machinery tools, seeds, plants, and agricultural products, excluding the exercise of export rights, import rights, and distribution rights for goods in the List of goods for which foreign investors and economic organizations with foreign investment are not permitted to exercise export rights, import rights, and distribution rights in accordance with the law);

- Research and production of fertilizer products;

- Trading, production, processing, bottling, and packaging of plant protection products (not trading, producing, processing, bottling, or packaging at the Company's head office);

- Real estate business, property business (housing, office business), excluding investment in construction of cemetery infrastructure to transfer land use rights associated with infrastructure.

- Fertilizer testing service business.

During its operation, the Company may register to add other business lines depending on the Company's business requirements in accordance with the provisions of current law.

2. Operational objectives of the Company:

- To preserve and develop the shareholders' investment capital;

- To ensure the harmony of interests between the State, the Company, shareholders, and employees;

- To build and maintain the brand and create a foundation for the Company's stable, long-term, and sustainable development.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in accordance with the business lines specified in this Charter that have been registered, notified of changes to the registration content with the business registration authority, and announced on the National Business Registration Portal. In case the Company engages in conditional business lines, the Company must meet all business conditions in accordance with the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is: 571,679,930,000 VND (five hundred seventy-one billion, six hundred seventy-nine million, nine hundred thirty thousand dong).

The total Charter capital of the Company is divided into 57,167,993 shares with a par value of 10,000 VND/share.

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

3. The Company's shares as of the date of adoption of this Charter include ordinary shares. The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

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

5. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise provided by securities laws.

6. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current law.

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

8. Founding shareholders: The Company has no founding shareholders.

Article 7. Share certificates

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

2. A share is a type of security certifying the legal rights and interests of the owner to a portion of the share capital of the issuing organization. The share must contain full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 07 days from the date of submitting the complete application for transfer of share ownership in accordance with the Company's regulations or within the time limit specified in the issuance terms from the date of full payment for the shares in accordance with the Company's share issuance plan (or other time limit as specified in the issuance terms), the share owner shall be issued a share certificate. The share owner is not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in another form, the shareholder shall be issued a replacement share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following details:

- a) Information about the share certificate that has been lost, damaged, or destroyed in another form;
- b) Commitment to take responsibility for disputes arising from the issuance of the new share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

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

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



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

1. In case a shareholder does not pay the full amount due for the shares in full and on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising from the failure to make full payment.

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

3. The Board of Directors has the right to redeem shares that are not fully and timely paid in case the requirements in the aforementioned notice are not met.

4. Redeemed shares are considered shares authorized for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding redeemed shares must relinquish their status as shareholders regarding those shares, but must still remain liable for an amount corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of redemption, as decided by the Board of Directors from the date of redemption until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment for the entire value of the shares at the time of redemption.

6. The redemption notice shall be sent to the holder of the shares to be redeemed before the time of redemption. The redemption remains valid even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**Article 11. Organizational structure, management, and control**

The organizational, management, and supervision structure of the Company includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share has one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have priority in purchasing new shares corresponding to the percentage of ordinary share ownership of each shareholder in the Company;

d) To freely transfer their shares to others, except for cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;

d) To review, look up, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;

e) To review, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) When the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the percentage of share ownership in the Company;

h) To request the Company to redeem shares in cases stipulated in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class provides the holding shareholder with equal rights, obligations, and benefits. In case the Company has different classes of preference shares, the rights and obligations attached to those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;

l) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of

Shareholders and the Board of Directors in accordance with the Law on Enterprises;

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

2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the following rights:

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

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

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

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the issue proposed to be included in the agenda;

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

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

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

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

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are redeemed by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related persons in the Company must be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and the damages incurred.
3. To comply with the Company's Charter and the Company's internal management regulations.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to only use the provided information to perform and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
 - a) Attending and voting/electing directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attending and voting/electing through online conferences, electronic voting, or other electronic forms;
 - d) Sending voting/election ballots to the meeting via mail, fax, or email;

d) Sending voting/election ballots by other means as prescribed by law.

7. To be personally liable when acting on behalf of the Company in any form to commit one of the following acts:

a) Violating the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying off undue debts before financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

Article 14. The General Meeting of Shareholders

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

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on issues as prescribed by law and the Company's Charter, especially approving the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing firm is responsible for attending the Company's annual General Meeting of Shareholders.

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

a) The Board of Directors deems it necessary for the interest of the Company;

b) The number of remaining members of the Board of Directors or Supervisors is less than the minimum number of members as prescribed by law;

c) Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must be signed by the relevant shareholders, or the request document may be prepared in multiple copies and contain sufficient signatures of the relevant shareholders;

d) Upon the request of the Board of Supervisors;

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

4. Convening an extraordinary General Meeting of Shareholders

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

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

c) In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening and conducting the meeting and the decision-making of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) The procedure for organizing the General Meeting of Shareholders shall be as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
- c) To elect, dismiss, or remove members of the Board of Directors and Supervisors;
- d) To decide on the investment or sale of assets valued at **35%** or more of the total asset value recorded in the most recent Financial Statements of the Company;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual Financial Statements;
- g) To decide on the redemption of more than 10% of the total sold shares of each type;
- h) To consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve/amend and supplement the Regulations on Corporate Governance; the Operating Regulations of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform an audit of the Company's operations, and to dismiss the approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual Financial Statements;



c) The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;

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

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

e) The dividend rate for each share of each type;

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

h) To elect, dismiss, or remove members of the Board of Directors and Supervisors;

i) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform an audit of the Company's operations when deemed necessary;

l) To amend and supplement the Company's Charter;

m) The type of shares and the number of new shares to be issued for each type of share and the transfer of shares of founding members within the first 03 years from the date of establishment;

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

o) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent Financial Statements of the Company;

q) To decide on the redemption of more than 10% of the total sold shares of each type;

r) The Company's entry into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total asset value of the Company recorded in the most recent Financial Statements;

s) To approve transactions as prescribed in Clause 4, Article 293 of 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;

t) To approve/amend and supplement the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;

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

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

Article 16. Authorization to attend the General Meeting of Shareholders

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

2. A shareholder or an authorized representative of a shareholder that is an organization may attend the meeting in person or authorize another individual or organization to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific proportions:

a) For a shareholder who is an individual, they may only authorize 01 other individual or 01 other organization to attend the meeting;

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

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

authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

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

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

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

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. Changes or cancellations of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders/shareholder representatives present at the meeting. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if approved by shareholders of the same class of preference shares present at the meeting owning 75% or more of the total preference shares of that class, or approved by shareholders of the same class owning 75% or more of the total preference shares of that class in the event the resolution is passed via written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the aforementioned changes to rights is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In the event that there is an insufficient number of shareholders/shareholder representatives as stated above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of persons and number of shares) present in person or via authorized representative shall be considered to

satisfy the required number of shareholders/shareholder representatives. At the aforementioned meetings of shareholders holding preference shares, those holding shares of that class present in person or via representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

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

b) Prepare the Agenda and Content of the meeting;

c) Prepare documents for the meeting;

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

d) Determine the time and venue for the meeting;

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

g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the contact address of the

shareholder, and simultaneously published on the website of the Company and The State Securities Commission, and The Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the List of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or forwarded). The Agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of invitation to the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The Agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or Supervisors;
- c) Voting/election ballots;
- d) Draft resolutions for each matter in the Agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the Agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 07 working days before the opening date of the meeting. The proposal must clearly state the Name of the shareholder, the quantity of each class of shares owned by the shareholder, and the matter proposed to be included in the Agenda.

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

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of 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 prescribed in Clause 4 of this Article into the expected

Agenda and Content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal is officially added to the Agenda and Content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders present represents more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the second notice of invitation shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders present represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the third notice of invitation must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders present.

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

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

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, Name of the shareholder, Name of the authorized representative, and the number of voting shares/election votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the Agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before closing the meeting. The Meeting shall elect persons responsible for counting votes or supervising vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened have the right to register

immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of matters already voted/elected previously shall not change.

2. The election of the Chairperson, Secretary, Committee for checking shareholder eligibility/shareholder representatives, and Vote Counting Committee is prescribed as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or authorize another Member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining Members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting by majority rule. In case no one can be elected as Chairperson, the Head of the Board of Supervisors shall preside so that the General Meeting of Shareholders can elect a meeting Chairperson from among those present, and the person with the highest number of votes shall act as the meeting Chairperson;

b) Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect a meeting Chairperson, and the person with the highest number of votes shall act as the meeting Chairperson;

c) The Chairperson shall appoint one or more persons as meeting Secretary; the Committee for checking shareholder eligibility shall serve the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee as proposed by the meeting Chairperson.

3. The Agenda and Content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The Agenda must clearly and specifically define the time for each matter in the Agenda.

4. The meeting Chairperson has the right to implement 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 those present.

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure safety for all persons present at the meeting venues;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary

measures. The measures applied may include issuing entry passes or using other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives attending the meeting after it has commenced shall still be registered and have the right to vote immediately after registration; in this case, the validity of the contents already voted upon shall remain unchanged.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to be subject to inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seats for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.

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

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other



electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution on the following contents shall be passed if it is approved by a number of shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change in business lines and fields;
- c) Change in the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
- đ) Reorganization or dissolution of the Company.

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Voting for members of the Board of Directors and the Board of Supervisors shall be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria specified in the Company's election regulations.

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

convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders. It is not permitted to collect shareholders' opinions in writing in the cases specified in Clause 2, Article 147 of the Law on Enterprises, specifically:

- a) Amending and supplementing the Company's Charter;
- b) Development orientation of the Company;
- c) Type of shares and total number of shares of each type;
- d) Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
- đ) Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
- e) Approval of the annual Financial Statements;
- g) Reorganization or dissolution of the Company.

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

3. The opinion collection form must contain the following main contents:

- a) Name, Address, and Business Registration Number;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number of the organization, and Address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual

representative of the institutional shareholder; number of shares of each type and number of voting rights of the shareholder;

- d) Issues requiring comments to pass a decision;
- đ) Voting options including in favor, against, and abstaining for each issue requiring opinion collection;
- e) Deadline for returning the completed opinion collection form to the Company;
- g) Full name and signature of the Chairman of the board of directors.

4. Shareholders may send the completed opinion collection form to the Company by mail, fax, or email in accordance with the following provisions:

a) In case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, or the authorized representative or Legal Representative of the institutional shareholder. The opinion collection form sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the vote counting;

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

c) Opinion collection forms sent to the Company after the deadline specified in the opinion collection form, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Opinion collection forms that are not sent back shall be considered as not participating in the vote.

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

- a) Name, Address, and Business Registration Number;
- b) Purpose and issues requiring opinion collection to pass the resolution;
- c) Number of shareholders with the total number of voting rights that participated in the vote, distinguishing between valid and invalid votes and the method of sending the voting forms, accompanied by an appendix of the list of shareholders participating in the vote;
- d) Total number of votes in favor, against, and abstaining for each issue;
- đ) Issues passed and the corresponding voting rate for passing;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the honesty and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

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

7. Completed opinion collection forms, vote counting minutes, passed resolutions, and related documents sent with the opinion collection forms must be Archived at the Company's Address.

8. A resolution is passed by way of written consultation of shareholders if it is approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following main contents:

- a) Name, address of the Head office, and enterprise identification number;
- b) Time and location of the meeting of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the Chairperson and Secretary;
- đ) Summary of the meeting proceedings and opinions expressed at the meeting of the General Meeting of Shareholders regarding each issue in the agenda;
- e) Number of shareholders and total voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly specifying the voting method, total number of valid, invalid, affirmative, negative, and abstention votes;

and the corresponding percentage of the total voting shares of shareholders attending the meeting;

h) Summary of votes for each candidate (if any);

i) Issues approved and the corresponding percentage of affirmative votes;

k) Full names and signatures of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain full information as prescribed in this Clause. The meeting minutes must clearly state the refusal of the Chairperson or Secretary to sign the minutes.

2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and Secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

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

4. The Resolution, Minutes of the meeting of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, the power of attorney for meeting attendance, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Head office of the Company.

Article 24. Request for cancellation of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

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

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

VII. BOARD OF DIRECTORS

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

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

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

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

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

nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

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

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

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

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

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

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following regulations:

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

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



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

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case they are dismissed, removed, or replaced 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 disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

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

a) Deciding on the strategy, medium-term development plan, and annual business plan of the Company;

b) Proposing the types of shares and the total number of shares authorized to be offered for each type;

c) Deciding on the sale of unsold shares within the scope of shares authorized to be offered for each type; deciding on raising additional capital in other forms;

d) Deciding on the selling price of shares and bonds of the Company;

đ) Deciding on the redemption of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Deciding on investment plans and investment projects within its authority and limits as prescribed by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of **35%** or more of the total asset value recorded in the most recent Financial Statements of the Company, except for

contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts with the General Director, Deputy General Director, and Chief Accountant; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;

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

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

m) Approve the Agenda and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or seek opinions for the General Meeting of Shareholders to pass a Resolution;

n) Submit the audited annual Financial Statements to the General Meeting of Shareholders;

o) Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or for handling losses incurred during business operations;

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

q) Decide on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; and the Regulations on information disclosure of the Company;

r) Require the General Director and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested manager must provide the information and documents in a timely, complete, and accurate manner as requested by a Member of the Board of Directors. The sequence and procedures for requesting and providing information are specified in the Regulations on Operation of the Board of Directors.

The requested manager must provide the information and documents in a timely, complete, and accurate manner as requested by a Member of the Board of Directors. The sequence and procedures for requesting and providing information are specified in the Regulations on Operation of the Board of Directors.

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

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

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

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

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

3. The remuneration of each Member of the Board of Directors is included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual Financial Statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A Member of the Board of Directors holding an executive position, or a Member of the Board of Directors working on sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.

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

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of

Shareholders. This insurance does not include coverage for liabilities of a Member of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) Develop the agenda and operational plan of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, chair, and act as the moderator of meetings of the Board of Directors;
- c) Organize the passing of Resolutions and Decisions of the Board of Directors;
- d) Supervise the implementation process of the Resolutions and Decisions of the Board of Directors;
- d) Chair meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, has fled from their place of residence, has their civil act capacity restricted or lost, has difficulty in cognition or behavior control, is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority

approval by the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the board of directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

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

3. The Chairman of the board of directors convenes meetings of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 Members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the requester has the right to replace the Chairman of the board of directors in convening the meeting of the Board of Directors.

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

The meeting invitation notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods, ensuring it

reaches the contact address of each Member of the Board of Directors registered with the Company.

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

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

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members are present. In case the meeting convened according to this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the Members of the Board of Directors are present.

9. A Member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms.
- d) Sending voting ballots to the meeting via mail, fax, or email;
- đ) Sending voting ballots by other means as prescribed by law.

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

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote at the meeting if approved by a majority of the members of the Board of Directors.

12. A Resolution or Decision of the Board of Directors is passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision shall belong to the side with the vote of the Chairman of the Board of Directors.



Article 31. The committees of the board of directors

1. The Board of Directors may establish committees under its authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a committee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute the majority in the committee, and one of these members shall be appointed as the Head of the committee according to the decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A resolution of the committee shall only be effective when approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or committees under the Board of Directors must comply with current legal regulations, the Company's Charter, and the Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance, Company Secretary

1. The Board of Directors of the Company must appoint at least 01 Person in charge of corporate governance to support corporate governance at the enterprise. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance must not concurrently work for an approved auditing firm that is currently auditing the Company's Financial Statements.

3. The Person in charge of corporate governance has the following rights and obligations:

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

b) Preparing for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Advising on meeting procedures;

d) Attend meetings;

d) Advising on procedures for drafting resolutions of the Board of Directors in accordance with the law;

e) Providing financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;

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

h) Acting as a contact point with related stakeholders;

i) Maintaining confidentiality in accordance with the law and the Company's Charter;

k) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE PERSONS

Article 33. Organizational structure of management

The Company's management system 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 Company's daily business operations. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be passed by a Resolution or Decision of the Board of Directors.

Article 34. Company executives

1. Company executives include the General Director, Deputy General Directors, and the Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Business executives have the responsibility to support the Company in achieving the goals set out in its operations and organization.

3. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

4. The salary of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and this Charter.

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

a) Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

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

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

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

đ) Appointing, dismissing, and removing management positions in the Company, except for positions under the authority of the Board of Directors;

e) Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Recruiting employees;

h) Proposing plans for dividend payment or handling of business losses;

i) Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting approve, and appoint a new General Director as a replacement.

IX. BOARD OF SUPERVISORS

Article 36. Candidacy and nomination of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of the Company's Charter, specifically as follows:

Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

Article 37. Composition of the Board of Supervisors

1. The number of Supervisors of the Company is **03**. The term of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. A Supervisor must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that has audited the Company's Financial Statements in the 03 consecutive years prior.

3. A Supervisor shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a Supervisor as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is accepted;

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

4. A Supervisor shall be removed in the following cases:

a) Failing to complete assigned tasks and duties;

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

c) Repeatedly violating or seriously violating the obligations of a Supervisor as prescribed by the Law on Enterprises and this Charter;

d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be conducted by majority vote. More than half of the members of the Board of Supervisors must reside permanently in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors relevant to the business operations of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

a) To convene meetings of the Board of Supervisors;

b) To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;

c) To prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the Company's Financial Statements; to decide on the approved auditing firm to inspect the Company's operations, and to remove the approved auditor when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the financial status of the Company, and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

5. In case of detecting any violation of the law or the Company's Charter by members of the Board of Directors, the General Director, and other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to cease the violation and take measures to remedy the consequences.

6. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

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

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members of the Board of Supervisors in attendance. The minutes of the Board of Supervisors meeting shall be prepared in detail and clearly. The minute-taker and the attending members of the Board of Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be archived to determine the responsibility of each member of the Board of Supervisors.

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

Article 41. Salary, remuneration, bonuses, and other benefits of Supervisors

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following regulations:

1. Members of the Board of Supervisors are paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel expenses, and costs for using independent consulting services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual Financial Statements.

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

Members of the Board of Directors, Supervisors, the General Director, and other managers have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently for the interests of the Company.

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 other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing about

transactions between the Company, its Company's subsidiaries, and other companies controlled by the public company with 50% or more of the Charter capital with themselves or their affiliated persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these Resolutions in accordance with the securities law on information disclosure.

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

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

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent Financial Statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent Financial Statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

c) Contracts or loan/asset sale transactions with a value greater than 10% of the total asset value recorded in the most recent Financial Statements between the Company and a shareholder owning 51% or more of the total voting shares or an affiliated person of such shareholder have been disclosed to shareholders and

approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 43. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, the General Director, and other managers who violate their obligations, the duty of honesty and prudence, or fail to fulfill their obligations must be liable for damages caused by their violations.

2. The Company shall indemnify those who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person was or is a member of the Board of Directors, Supervisor, General Director, other manager, employee, or representative authorized by the Company, was or is performing duties under the Company's authorization, acting honestly and prudently for the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and amounts actually paid (including attorney fees) or deemed reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to inspect books and records

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

a) Ordinary shareholders have the right to view, inspect, and extract information about names and contact addresses in the list of shareholders with voting rights; to request the correction of their inaccurate information; to view, inspect, extract, or copy the Company'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 05% or more of the total number of ordinary shares have the right to examine, look up, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual Financial Statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or a group of shareholders requests to look up books and records, they must attach the power of

attorney of the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, Supervisors, the General Director, and other managers have the right to look up the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and amendments and supplements to the Charter, the Business Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual Financial Statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director must prepare plans for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and business managers.

2. The General Director must prepare plans for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies specified in this Charter, the Company's regulations, and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and the form of annual dividend payment from the Company's retained earnings. The payment of dividends to shareholders is based on the plan proposed by the Board of Directors of the Company, according to the following principles:

a) Appropriation of the Reward Fund and Welfare Fund as prescribed by law, not exceeding 10% of the Company's profit after tax generated in the year.

b) The appropriation and use of the Management and Executive Reward Fund and other funds as prescribed by law shall be in accordance with production and business efficiency and the Company's investment and development needs.

2. The Company does not pay interest on dividend payments or payments related to a type of share.

3. The Board of Directors may decide on interim dividend advances if it deems such payment consistent with the Company's profitability, based on the authorization of the General Meeting of Shareholders.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that implements this decision.

5. In case dividends or other payments related to a type of share are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be held responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares listed on The Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Law on Enterprises and the Law on Securities, the Board of Directors adopts a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, or receive notices or other documents.

7. Other issues related to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

Article 48. Fiscal year

The Company's fiscal year begins on 01 January each year and ends on 31 December each year.

Article 49. Accounting system

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In case the Company has economic operations occurring mainly in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for that choice before the law, and notify the direct tax management authority.

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

1. The Company must prepare annual Financial Statements, and the annual Financial Statements must be audited as prescribed by law. The Company publishes the audited annual Financial Statements in accordance with the law on information disclosure in the securities market and submits them to the competent state authority.

2. The annual Financial Statements must include full reports, appendices, and notes as prescribed by the law on enterprise accounting. The annual Financial Statements must reflect the Company's operational situation honestly and objectively.

3. The Company must prepare and publish reviewed semi-annual Financial Statements and quarterly Financial Statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

Article 51. Annual report

The Company must prepare and publish an Annual Report in accordance with the provisions of the law on securities and the securities market.

XV. COMPANY AUDIT

Article 52. Auditing

1. The General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide on the selection of one of these units to audit the Company's Financial Statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual Financial Statements.

3. The independent auditor performing the audit of the Company's Financial Statements is entitled to attend meetings of the General Meeting of Shareholders, is entitled to receive notices and other information related to the General Meeting of Shareholders, and is entitled to express opinions at the meeting on issues related to the audit of the Company's Financial Statements.

XVI. COMPANY SEAL

Article 53. Company seal

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature as prescribed by the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director use and manage the seal in accordance with current legal regulations.

XVII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved or terminate its operations in the following cases:

a) Expiration of the operating duration stated in the Company's Charter without a decision on extension (if any);

b) According to a resolution or decision of the General Meeting of Shareholders;

c) Revocation of the Business Registration Certificate, except in cases where the Law on Tax Administration provides otherwise;

d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of the duration (including the extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed.

Article 55. Extension of operation

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operating duration so that

shareholders can vote on the extension of the Company's operation at the proposal of the Board of Directors.

2. The operating duration is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 56. Liquidation

1. At least 06 months before the end of the Company's operation term or after a decision on the dissolution of the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- đ) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

XVIII. RESOLVING INTERNAL DISPUTES

Article 57. Resolving internal disputes

1. In case of disputes or complaints arising in relation to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other managers.

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 07 working days from the date the dispute arises. In case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made in accordance with the Court's judgment.

XIX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Company's Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case legal regulations related to the Company's operations are not mentioned in this Charter, or in case new legal regulations differ from the provisions of this Charter, such regulations shall apply to govern the Company's operations.

XX. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 20 Sections and 59 Articles and was unanimously approved by the General Meeting of Shareholders of Binh Dien Fertilizer Joint Stock Company on 24 April 2026 in Ho Chi Minh City, and all parties agreed to the full effectiveness of this Charter.

2. The Charter is made in 10 copies, each having equal validity, and must be kept at the Company's head office.

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

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**FULL NAME AND SIGNATURE OF
THE COMPANY'S LEGAL REPRESENTATIVE**



Ngô Văn Đông