

No.: 03/QĐ-HĐQT.2026

An Giang, April 29, 2026

DECISION

Regarding the Promulgation of the Charter

**BOARD OF DIRECTORS
AN GIANG AGRICULTURE AND FOODS IMPORT-EXPORT
JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises 2020;
- Pursuant to the Charter on Organization and Operation of An Giang Agriculture and Foods Import-Export Joint Stock Company (“the Company”);
- Pursuant to Resolution No. 44/2026/NQ-DHĐCD dated April 29, 2026, of the 2026 Annual General Meeting of Shareholders;
- Pursuant to Resolution No.07/NQ-HĐQT.2026 dated April 29, 2026, of the Board of Directors of the Company.

DECIDES

Article 1: To promulgate the amended and supplemented Company Charter approved by the General Meeting of Shareholders on April 29, 2026.

Article 2: This Charter shall take effect from April 29, 2026, and replace the Charter of Organization and Operation of the Company previously approved by the General Meeting of Shareholders on April 29, 2023.

Article 3: This Decision shall take effect from the date of signing.

Members of the Board of Directors, Board of Management, Heads of Departments/Units of the Company, and relevant individuals shall be responsible for the implementation of this Decision./.

Recipients:

- As stated in Article 3;
- Board of Supervisors;
- Save: Achieves, Corp.Sec.

O.B.O THE BOARD OF DIRECTORS

CHAIRMAN



Dang Quang Thai

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
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THE CHARTER
AN GIANG AGRICULTURE AND FOODS IMPORT - EXPORT
JOINT STOCK COMPANY

An Giang, April 29, 2026.

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PREAMBLE

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
- The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its implementing regulations;
- Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government and Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies (Circular 116);
- This Charter as approved and adopted by the General Meeting of Shareholders at the meeting held on 29 April 2026.

CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

a. “Charter Capital” means the total par value of shares that have been sold or subscribed upon the establishment of the Company and as stipulated in Article 6 of this Charter;

b. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

c. “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated 26 November 2019;

d. “Date of Establishment” means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);

e. “Executive Officers” means the General Director (Chief Executive Officer), Deputy General Director(s), Chief Accountant, and other executives as prescribed in this Charter;

f. “Managers” means the Company’s managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as prescribed in this Charter;

g. “Related Persons” means individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

h. “Major Shareholder” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

i. “Term of Operation” means the operating duration of the Company as stipulated in Article 2 of this Charter and any extension thereof as approved by the General Meeting of Shareholders through a resolution;

k. “Vietnam” means the Socialist Republic of Vietnam.

2. References to any provision or legal document shall include any amendments, supplements, or replacements thereto.
3. Headings (Chapters, Articles) are inserted for convenience of reference only and shall not affect the interpretation of this Charter.

CHAPTER II: NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices and Term of Operation of the Company

1. Name of the Company:
 - Vietnamese name: **CÔNG TY CP XUẤT NHẬP KHẨU NÔNG SẢN THỰC PHẨM AN GIANG**
 - English name: **AN GIANG AGRICULTURE AND FOODS IMPORT – EXPORT JOINT STOCK COMPANY**
 - Abbreviated name: **AFIEX**
2. The Company is a **joint stock company with legal entity status** in accordance with the applicable laws of Vietnam.
3. Registered head office of the Company:
 - Address: 2045 Tran Hung Dao Street, My Thoi Ward, An Giang Province, Vietnam.
 - Tel: (+84) 296 3932 963
 - Fax: (+84) 296 3932 981
 - Email: xnknstpag@afiex.com.vn
 - Website: www.afiex.com.vn
4. The Company may establish branches and representative offices in its areas of operation in order to achieve its business objectives, subject to the decision of the Board of Directors and in compliance with applicable laws.
5. Unless the Company is terminated prior to its term in accordance with Clause 2, Article 52 or its operation is extended pursuant to Article 53 of this Charter, the term of operation of the Company shall commence from the Date of Establishment and shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company shall have one (01) Legal Representative, who shall be the Chairman of the Board of Directors.

2. The rights and obligations of the Legal Representative shall comply with the Law on Enterprises, the Law on Securities, this Charter, and the internal regulations and policies of the Company.

CHAPTER III: OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. Business lines of the Company:

No.	Business Line Name	Code
1	Growing of rice	0111
2	Growing of maize and other cereal crops	0112
3	Growing of pome fruits and stone fruits	0121
4	Growing of oleaginous fruits	0122
5	Growing of cashew nuts	0123
6	Growing of pepper	0124
7	Growing of rubber trees	0125
8	Growing of coffee	0126
9	Growing of tea	0127
10	Raising of cattle and buffaloes; breeding of cattle and buffaloes	0141
11	Raising of goats, sheep, deer and breeding of goats, sheep, deer	0144
12	Raising of swine/pigs and breeding of swine/pigs	0145
13	Agricultural services (Crop husbandry)	0161
14	Animal husbandry services	0162
15	Post-harvest crop activities	0163
16	Logging and wood harvesting	0220
17	Freshwater aquaculture	0322
18	Processing and preserving of meat and meat products	1010
19	Processing and preserving of aquaculture products	1020
20	Processing and preserving of fruit and vegetables	1030
21	Manufacture of vegetable and animal oils and fats	1040
22	Rice milling and manufacture of grain mill products	1061

No.	Business Line Name	Code
23	Manufacture of starches and starch products	1062
24	Manufacture of bakery products	1071
25	Manufacture of macaroni, noodles, couscous and similar farinaceous products	1074
26	Manufacture of prepared meals and dishes	1075
27	Manufacture of other food products n.e.c (not elsewhere classified)	1079
28	Manufacture of prepared animal feeds	1080
29	Sawmilling and planing of wood; preservation of wood	1610
30	Manufacture of corrugated paper, paperboard and of containers of paper and paperboard	1702
31	Other manufacturing n.e.c	3290
32	Production of electricity from renewable energy	3512
33	Transmission and distribution of electricity	3513
34	Agents, brokers and auctioneers of goods	4610
35	Wholesale of agricultural raw materials and live animals	4620
36	Wholesale of rice, wheat, other cereal products and flour	4631 (Main)
37	Wholesale of food products	4632
38	Wholesale of beverages	4633
39	Wholesale of other household goods	4649
40	Wholesale of solid, liquid and gaseous fuels and related products	4671
41	Wholesale of metals and metal ores	4672
42	Wholesale of construction materials and equipment	4673
43	Other specialized wholesale n.e.c	4679
44	General retail in non-specialized stores with food, beverages or tobacco predominating	4711
45	Other retail sale in non-specialized stores	4719
46	Retail sale of rice and cereals	4721
47	Retail sale of food in specialized stores	4722
48	Retail sale of beverages in specialized stores	4723
49	Retail sale of games and toys in specialized stores	4763

No.	Business Line Name	Code
50	Retail sale of motorcycles, parts and accessories	4783
51	Freight transport by road	4933
52	Warehousing and storage	5210
53	Other transportation support activities	5229
54	Other short-stay accommodation	5520
55	Restaurants and mobile food service activities	5610
56	Event catering activities	5621
57	Other food service activities	5629
58	Beverage serving activities	5630
59	Other credit granting activities	6495
60	Activities auxiliary to financial services n.e.c	6619
61	Real estate activities with own or leased property	6810
62	Veterinary activities	7500
63	Leasing of non-financial intangible assets	7740

- The objectives of the Company are to mobilize and efficiently utilize capital in order to maximize profits for shareholders within the framework of applicable laws; to continuously develop its production and business activities; to expand both domestic and export markets for its products; to create employment, improve working conditions, and enhance the income and living standards of its employees; to ensure the interests of shareholders; and to fulfill all obligations in accordance with regulations of the State and local authorities.

The Company shall adopt business efficiency, particularly profitability, as the primary measure for evaluating all its operations. If any of the objectives requires approval from competent State authorities, the Company shall only implement such objectives upon obtaining the necessary approvals.

Article 5. Business Scope and Operations of the Company

- The Company is entitled to plan and carry out all business activities in accordance with its registered business lines as published on the National Business Registration Portal and as set out in this Charter, in compliance with applicable laws, and to adopt appropriate measures to achieve its objectives.
- The Company may engage in other business lines as permitted by law and as approved by the General Meeting of Shareholders.

CHAPTER IV: CHARTER CAPITAL, SHARES AND SHAREHOLDERS

Article 6. Charter Capital, Shares and Shareholders

1. The charter capital of the Company is VND 350,000,000,000 (in words: Three hundred and fifty billion Vietnamese Dong). The total charter capital is divided into 35,000,000 shares with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. As at the date of adoption of this Charter, the shares of the Company include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders in accordance with applicable laws.
5. Ordinary shares shall be offered for subscription to existing shareholders in proportion to their respective shareholding percentages, unless otherwise resolved by the General Meeting of Shareholders. Any unsubscribed shares shall be determined by the Board of Directors, which may allocate such shares to other persons on terms and conditions deemed appropriate, provided that such terms are not more favorable than those offered to existing shareholders, except where shares are sold through the Stock Exchange by way of auction.
6. The Company may repurchase its own issued shares in accordance with this Charter and applicable laws. Repurchased shares shall be treated as treasury shares, and the Board of Directors may re-offer such shares in accordance with the Law on Securities, relevant regulations, and this Charter.
7. The Company may issue other types of securities subject to approval by the General Meeting of Shareholders and in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders shall be issued share certificates corresponding to the number and class of shares held.
2. A share certificate is a certificate issued by the Company, a book-entry record, or electronic data evidencing ownership of one or more shares of the Company. Share certificates shall contain all particulars as required under Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete dossier for transfer of share ownership in accordance with the Company's regulations, or within 60 days (or such other period as specified in the issuance terms) from the date of full payment for subscribed shares in accordance with the Company's share issuance plan, the

shareholder shall be issued a share certificate. Shareholders shall not be required to pay any fee to the Company for the issuance of share certificates.

4. In case a share certificate is lost, destroyed, or damaged, the shareholder may request the issuance of a replacement certificate, provided that sufficient evidence of share ownership is submitted and all related costs are borne by the shareholder.

Article 8. Other Securities Certificates

Certificates of bonds or other securities issued by the Company shall bear the signature of the Legal Representative and the seal of the Company.

Article 9. Transfer of Shares

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

Article 10. Recovery of Shares

1. Where a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount together with interest thereon and any expenses incurred due to such failure.
2. The notice of payment shall specify a new payment deadline (which shall be at least seven (07) days from the date of the notice), the place of payment, and shall clearly state that failure to comply will result in forfeiture of the unpaid shares.
3. The Board of Directors shall have the right to forfeit shares that are not fully and timely paid if the requirements stated in the notice are not fulfilled.
4. Forfeited shares shall be deemed shares available for offering in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize others to sell or reallocate such shares on terms and conditions it deems appropriate.
5. A shareholder whose shares are forfeited shall cease to be a shareholder in respect of such shares but shall remain liable to pay all outstanding amounts together with interest calculated based on the deposit interest rate of a commercial bank at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until full payment is made. The Board of Directors shall have full authority to enforce payment of the total value of such shares.

6. Notice of forfeiture shall be sent to the shareholder prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or omission in the delivery of such notice.

CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational Structure, Governance and Control

The organizational structure for management, governance and control of the Company shall comprise:

1. The General Meeting of Shareholders (GMS);
2. The Board of Directors (BOD);
3. The Board of Supervisors (BOS);
4. The General Director (Chief Executive Officer – CEO).

CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the capital they have contributed.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the GMS and to exercise voting rights directly, through authorized representatives, or by remote voting.
 - b. To receive dividends as decided by the GMS;
 - c. To freely transfer fully paid shares in accordance with this Charter and applicable laws.
 - d. To have pre-emptive rights to subscribe for newly issued shares in proportion to their shareholding.
 - e. To review, access and extract information relating to such shareholders in the list of shareholders eligible to attend the GMS and request correction of inaccurate information;
 - f. To access information on the list of shareholders entitled to attend the GMS.
 - g. To review, access, extract or copy the Charter, minutes of GMS meetings and resolutions of the GMS;

- h. In the event of dissolution or bankruptcy, receiving a portion of the remaining assets in proportion to their shareholding after all debts and obligations of the Company have been settled in accordance with law;
 - i. To request the Company to repurchase their shares in accordance with Article 132 of the Law on Enterprises.
 - k. Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:
- a. To review, access and extract minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the BOS, contracts and transactions subject to BOD approval, except for documents relating to trade secrets or business secrets of the Company;
 - b. To request the BOD to convene a meeting of the GMS in accordance with Articles 115 and 140 of the Law on Enterprises;
 - c. To request the BOS to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include full identification details, shareholding information, and the purpose and scope of inspection;
 - d. Other rights as prescribed by law and this Charter.
4. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the BOD and the BOS in accordance with Articles 25 and 36 of this Charter.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

- 1. To comply with this Charter and internal regulations of the Company; to implement resolutions and decisions of the GMS and the BOD;
- 2. To attend GMS meetings and exercise voting rights through the following forms:
 - a. Attending and voting in person;
 - b. Authorizing another person to attend and vote;
 - c. Participating and voting via online meetings, electronic voting or other electronic means;
 - d. Sending voting ballots by mail, fax or email;
- 3. To pay in full for subscribed shares in accordance with regulations;
- 4. To provide accurate address information when subscribing for shares;
- 5. To fulfill other obligations as prescribed by law;

6. To bear personal liability when acting in the name of the Company to:
 - a. Commit violations of law;
 - b. Conduct business or transactions for personal or third-party benefit;
 - c. Settle undue debts in the face of financial risks to the Company;
7. Not to withdraw contributed capital in the form of ordinary shares except where such shares are repurchased. Any unlawful withdrawal shall result in joint liability for the Company's debts and obligations within the value withdrawn and damages incurred;
8. To maintain confidentiality of information provided by the Company and use such information solely for protecting lawful rights and interests; disclosure or distribution to third parties is strictly prohibited.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) is the highest decision-making body of the Company. The Annual General Meeting shall be held once per year within four (04) months from the end of the fiscal year.
2. The BOD shall convene the Annual GMS and determine an appropriate venue. The Annual GMS shall decide matters in accordance with law and this Charter, particularly the approval of annual financial statements and the business plan for the following year. Where the audited financial statements contain material qualifications, representatives of the independent audit firm may be invited to attend and provide explanations.
3. The BOD shall convene an Extraordinary GMS in the following cases:
 - a. When deemed necessary for the interests of the Company;
 - b. When the number of BOD members, independent directors, or supervisors falls below the statutory minimum or is reduced by more than one-third;
 - c. Upon request of shareholders as stipulated in Clause 3 and Clause 4, Article 12;
 - d. Upon request of the BOS where there are grounds to believe that the BOD or executives have seriously breached their obligations or acted beyond their authority;
 - d. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary GMS:
 - a. The BOD must convene a GMS within thirty (30) days from the date on which the remaining number of BOD members, independent BOD members, or BOS members falls to the level specified in Point c, Clause 3 of this Article, or from the date of receipt of a request as prescribed in Points d and đ, Clause 3 of this Article.
 - b. If the BOD fails to convene the GMS in accordance with Point a, Clause 4 of this

Article, within the following thirty (30) days, the BOS shall replace the BOD in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.

- c. In the event that the BOS fails to convene the GMS in accordance with Point b, Clause 4 of this Article, within the subsequent thirty (30) days, the shareholder or group of shareholders making the request as prescribed in Point d, Clause 3 of this Article shall have the right to replace the BOD and the BOS in convening the GMS in accordance with Clause 4, Article 140 of the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and adopting resolutions of the GMS. All expenses incurred for convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the GMS, including accommodation and travel expenses.

Article 15. Powers and Duties of the General Meeting of Shareholders

1. The GMS shall have the following powers and duties:
 - a. To approve the Company's development strategy;
 - b. To decide classes and total number of shares authorized for issuance and dividend levels;
 - c. To elect, dismiss or remove members of the BOD and BOS;
 - d. To decide investments or disposals of assets equal to or exceeding 35% of total assets;
 - e. To amend and supplement the Charter;
 - f. To approve annual financial statements;
 - g. To decide on share repurchases exceeding 10% of total issued shares;
 - h. To review and handle violations by BOD/BOS members;
 - i. To decide reorganization or dissolution;
 - k. To approve remuneration, bonuses and benefits of the BOD and BOS;
 - l. To approve internal governance regulations and operating rules;
 - m. To approve the list of eligible audit firms and appoint or dismiss auditors;
 - n. Other rights and obligations as prescribed by law.
2. The GMS shall discuss and approve:
 - a. The Company's annual business plan;
 - b. The audited annual financial statements;

- c. The report of the BOD on corporate governance and the performance results of the BOD as a whole and of each member of the BOD;
 - d. The report of the BOS on the Company's business performance and on the performance of the BOD and the General Director (Chief Executive Officer);
 - d. The self-assessment report on the performance of the BOS and each of its members;
 - e. The dividend rate for each share of each class;
 - g. The number of members of the BOD and the BOS;
 - h. The election, dismissal, and removal of members of the BOD and the BOS;
 - i. Decisions on the budget or the total remuneration, bonuses, and other benefits of the BOD and the BOS;
 - k. Approval of the list of accredited auditing firms; and decision on the selection of an accredited auditing firm to audit the Company's activities when deemed necessary;
 - l. Amendments and supplements to the Company's Charter;
 - m. The types of shares and the number of new shares to be issued for each class of shares;
 - n. The division, separation, consolidation, merger, or conversion of the Company;
 - o. The reorganization and dissolution (liquidation) of the Company, and the appointment of liquidators;
 - p. Decisions on investments or the sale of assets with a value of 35% or more of the total assets of the Company as recorded in the most recent financial statements;
 - q. Decisions on the repurchase of more than 10% of the total issued shares of each class;
 - r. The Company's entry into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the Company as recorded in the most recent financial statements;
 - s. Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - t. Approval of the Internal Corporate Governance Regulations, the Regulations on the operation of the BOD, and the Regulations on the operation of the BOS;
 - u. Other matters as prescribed by law and this Charter.
3. All matters included in the meeting agenda must be discussed and voted upon at the

GMS.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders entitled to attend the GMS may authorize individuals or organizations to attend on their behalf in accordance with law. Where more than one authorized representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified.
2. The authorization of a representative to attend the GMS must be made in writing in the form prescribed by the Company and shall bear signatures as follows:
 - a. In the case of an individual shareholder, the power of attorney must be signed by such shareholder and the authorized individual or the legal representative of the authorized organization;
 - b. In the case of an institutional shareholder, the power of attorney must be signed by the authorized representative, the legal representative of the institutional shareholder, and the authorized individual or the legal representative of the authorized organization;
 - c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the authorized representative.

The authorized representative must submit the power of attorney upon registration to attend the meeting prior to entry into the meeting venue.

3. Where a lawyer signs the appointment of a representative on behalf of the shareholder, such appointment shall only be valid if accompanied by a valid power of attorney granted to the lawyer (unless previously registered with the Company).
4. Except as provided in Clause 3 of this Article, voting ballots cast by the authorized representative within the scope of authorization shall remain valid even in the following circumstances, unless:
 - a. The authorizing shareholder has died, lost or has restricted civil act capacity;
 - b. The authorization has been revoked;
 - c. The authority of the authorized representative has been terminated.

This provision shall not apply if the Company has received notice of any of the above events prior to the opening of the GMS or prior to the reconvened meeting.

Article 17. Variation of Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be valid only upon approval by shareholders representing at least 65% of total voting rights of all attending shareholders. Any resolution of the GMS adversely affecting the rights and obligations of preference shareholders shall only be adopted



if approved by shareholders representing at least 75% of the total preference shares of that class, either at a meeting or through written consent.

2. The procedures for such separate class meetings shall be conducted in accordance with Articles 19 and 21 of this Charter.
3. Unless otherwise provided in the share issuance terms, the special rights attached to preference shares relating to profit distribution or asset allocation shall not be deemed varied by the issuance of additional shares of the same class.

Article 18. Convening, Agenda and Notice of the General Meeting of Shareholders

1. The BOD shall convene the GMS, or the GMS shall be convened in the cases specified in Points b or c, Clause 4, Article 14 of this Charter.
2. The person convening the GMS shall perform the following duties:
 - a. Prepare the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation to the GMS. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare documents for the meeting;
 - d. Prepare draft resolutions of the GMS corresponding to the proposed agenda items;
 - d. Determine the time and venue of the meeting;
 - e. Notify and send the notice of invitation to the GMS to all shareholders entitled to attend;
 - g. Perform other tasks necessary for organizing the meeting.
3. The notice of invitation to the GMS shall be sent to all shareholders by a guaranteed delivery method and simultaneously disclosed on the Company's website, the State Securities Commission, and the Stock Exchange. The person convening the GMS must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the GMS (calculated from the date the notice is validly sent, prepaid, or deposited in the mail).

The meeting agenda and documents relating to matters to be voted on at the GMS shall be sent to shareholders and/or published on the Company's website. In cases where documents are not enclosed with the notice, the notice must clearly indicate the link to access all meeting materials, including:

- a. The meeting agenda and documents used at the meeting;

b. The list and detailed information of candidates in the case of election of members of the BOD or the BOS;

c. Voting ballots;

d. Forms for appointment of authorized representatives to attend the meeting;

e. Draft resolutions for each agenda item.

4. A shareholder or group of shareholders as prescribed in Clause 3, Article 12 of this Charter shall have the right to propose items for inclusion in the GMS agenda. Such proposals must be made in writing and sent to the Company at least **seven (07) working days** prior to the opening date of the GMS.

The proposal must include the full name of the shareholder, permanent address, nationality, and identification details (Citizen Identity Card, Identity Card, Passport, or other lawful personal identification) for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; number and class of shares held; and the proposed agenda item(s).

5. The person convening the GMS shall have the right to reject proposals specified in Clause 4 of this Article in any of the following cases:

a. The proposal is not submitted within the prescribed time limit or does not meet the required content;

b. At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares;

c. The proposed matter does not fall within the decision-making authority of the GMS;

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

In the event that the person convening the GMS rejects a proposal as specified in Clause 5 of this Article, a written response stating the reasons must be provided no later than two (02) working days prior to the opening date of the GMS.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. A GMS shall be validly convened when attending shareholders represent at least 51% of total voting shares.
2. If the first meeting does not meet the quorum, a second meeting shall be convened within 30 days. The second meeting shall be valid if attending shareholders represent at least 33% of total voting shares.
3. If the second meeting does not meet the quorum, a third meeting shall be convened within 20 days. The third meeting shall be valid regardless of the number of attending shareholders and may decide on all matters initially proposed for the first meeting.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company shall carry out shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration.
2. Upon registration, each shareholder or authorized representative shall be issued a voting card indicating the registration number, name of the shareholder, name of the authorized representative (if any), and the number of voting rights.

When voting at the meeting, votes in favor shall be collected first, followed by votes against, and finally the total votes shall be counted to determine the outcome. The total number of votes in favor, against, abstentions, and invalid votes for each matter shall be announced by the Chairman immediately after the voting.

The GMS shall appoint voting counters or supervisors upon the Chairman's proposal. The number of members of the vote-counting committee shall be decided by the GMS.

3. Shareholders or authorized representatives arriving after the meeting has commenced shall have the right to register immediately and participate in voting thereafter. The Chairman shall not be required to delay the meeting for late arrivals, and previously adopted resolutions shall remain valid.
4. The Chairman of the BOD shall preside over meetings convened by the BOD. In the absence or incapacity of the Chairman, the remaining BOD members shall elect one among them to chair the meeting on a majority basis. If no Chairman can be elected, the Head of the BOS shall preside for the GMS to elect a Chairman from among attendees, and the person receiving the highest number of votes shall act as Chairman.

In other cases, the person who convenes the meeting shall preside over the election of the Chairman, and the person receiving the highest number of votes shall chair the meeting.

5. The meeting agenda and contents must be approved by the GMS at the opening session. The agenda must clearly specify the time allocation for each item.
6. The Chairman may take necessary actions to ensure that the GMS is conducted lawfully, orderly, and in accordance with the approved agenda, reflecting the will of the majority of participants.
7. The Chairman may adjourn the meeting with the consent or upon request of the GMS where the quorum requirements under Clause 8, Article 146 of the Law on Enterprises are satisfied.
8. The convener of the GMS may require shareholders or their authorized representatives to comply with lawful and reasonable security or verification

procedures. Where a participant fails to comply, the convener may, after due consideration, refuse entry or remove such participant from the meeting.

9. The convener, upon careful consideration, may implement appropriate measures to:
 - a. Arrange seating at the meeting venue;
 - b. Ensure the safety of all attendees;
 - c. Facilitate participation (or continued participation) of shareholders. The convener shall have full authority to modify such measures and apply necessary controls, including issuing admission passes or applying other selection mechanisms.
10. Where such measures are applied, the convener may determine that:
 - a. The meeting is held at the location specified in the notice where the Chairman is present (“Primary Meeting Venue”);
 - b. Shareholders or authorized representatives who cannot attend the Primary Meeting Venue may participate simultaneously from other locations.

The meeting notice is not required to specify details of such arrangements.

11. Unless otherwise required by circumstances, all shareholders shall be deemed to participate in the meeting at the Primary Meeting Venue.
12. The Company shall convene the GMS at least once per year. The Annual General Meeting shall not be conducted by way of writing resolution.
13. Where the Company applies modern technology to organize the GMS via online meetings, it shall ensure that shareholders are able to attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least **65% of the total voting rights** of all attending and voting shareholders, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Classes of shares and total number of shares of each class;
 - b. Changes to business lines and sectors;
 - c. Changes to the Company’s organizational and management structure;
 - d. Investment projects or disposal of assets with a value equal to or exceeding **35% of the total assets** as recorded in the most recent financial statements;
 - e. Reorganization or dissolution of the Company;
 - f. Other matters as stipulated in this Charter.



2. Other resolutions shall be adopted if approved by shareholders representing more than 50% of the total voting rights of all attending and voting shareholders, except for matters specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even if the procedures and formalities for adoption were not fully complied with.

Article 22. Authority and Procedures for Passing Resolutions by Written Opinion of Shareholders

The authority and procedures for obtaining shareholders' written opinions to pass resolutions of the GMS shall be as follows:

1. The BOD shall have the right to obtain shareholders' written opinions to adopt GMS resolutions when deemed necessary for the interests of the Company, with respect to matters within the authority of the GMS.
2. The BOD shall prepare the written voting ballots, draft resolutions, and explanatory documents. Such documents must be sent to shareholders within a reasonable period for consideration and at least **ten (10) days** prior to the deadline for submission of ballots. The method of delivery shall comply with Clause 3, Article 18 of this Charter.
3. A written voting ballot must include the following key contents:
 - a. Name, head office address, and enterprise registration number of the Company;
 - b. Purpose of the solicitation;
 - c. Identification details of shareholders (individuals or organizations), their representatives (if any), number and class of shares, and voting rights;
 - d. Matters to be voted on;
 - e. Voting options: approval, disapproval, or abstention;
 - f. Deadline for submission of completed ballots;
 - g. Full name and signature of the Chairman of the BOD.
4. Completed ballots must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the authorized representative (if applicable).
5. Ballots may be returned to the Company via:
 - a. Postal mail: ballots must be sealed and must not be opened prior to vote counting;
 - b. Fax or email: ballots must be kept confidential until the vote counting time.

Ballots received after the deadline, unsealed (in case of mail), or disclosed prior to

vote counting (in case of fax/email) shall be deemed invalid. Non-submitted ballots shall be deemed as non-participation.

6. The BOD shall conduct vote counting and prepare a vote counting report (minutes) in the presence of the BOS or non-executive shareholders. The report must include:
 - a. Name, head office address, and enterprise registration number;
 - b. Purpose and matters voted on;
 - c. Number of shareholders and total voting rights participating, including valid and invalid votes and method of submission, with an attached list of participating shareholders;
 - d. Total votes for, against, and abstentions for each matter;
 - e. Adopted matters;
 - f. Names and signatures of the Chairman, vote counters, and vote supervisors.

Members of the BOD, voting counters, and supervisors shall be jointly liable for the accuracy and truthfulness of the vote counting report and for any damages arising from inaccurate or dishonest vote counting.

7. The vote counting report shall be sent to shareholders within fifteen (15) days from the completion of vote counting. Where the Company has a website, such report may be published on the website within twenty-four (24) hours from completion.
8. Completed ballots, vote counting reports, adopted resolutions, and related documents shall be retained at the Company's head office.
9. Resolutions adopted by written opinion of shareholders shall be valid if approved by shareholders representing at least 51% of the total voting shares and shall have the same legal effect as resolutions adopted at a GMS.

Article 23. Minutes of the General Meeting of Shareholders

1. Meetings of the GMS must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes shall be prepared in Vietnamese and may additionally be prepared in English, and shall contain the following principal contents:
 - a. Name, head office address, and enterprise registration number of the Company;
 - b. Time and venue of the GMS;
 - c. Meeting agenda and contents;
 - d. Full name of the Chairman and the Secretary;
 - e. Summary of the meeting proceedings and opinions expressed for each agenda item;

- f. Number of attending shareholders and total voting rights, together with an appendix listing registered shareholders and their representatives, including number of shares and voting rights;
- g. Total votes for each matter, specifying the voting method, number of valid and invalid votes, votes in favor, against, and abstentions, and the corresponding percentages;
- h. Matters adopted and the corresponding voting ratios;
- i. Signatures of the Chairman and the Secretary.

If the Chairman and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other attending members of the BOD and containing all required contents as stipulated above. The minutes must clearly state such refusal to sign.

Minutes prepared in both Vietnamese and English shall have equal legal validity. In the event of any discrepancy, the Vietnamese version shall prevail.

- 2. The minutes must be completed and approved prior to the closing of the meeting. The Chairman and the Secretary shall be jointly responsible for the accuracy and truthfulness of the minutes.
- 3. The minutes of the GMS shall be published on the Company's website within twenty-four (24) hours, or sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting.
- 4. The minutes of the GMS, the list of attending shareholders with signatures, powers of attorney, and all related documents shall be retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the GMS resolution, meeting minutes, or vote counting report for written resolutions, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a competent court or arbitration tribunal to review and annul all or part of a GMS resolution in the following cases:

- 1. The procedures for convening the meeting, conducting written voting, or adopting resolutions are not in compliance with the Law on Enterprises and this Charter, except as provided in Clause 3, Article 21 of this Charter;
- 2. The contents of the resolution violate applicable laws or this Charter.

Where a GMS resolution is annulled by a court or arbitration decision, the person who convened the annulled meeting may consider reconvening the GMS within **thirty (30) days** in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

CHAPTER VII: BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates have been identified in advance, information relating to candidates for the BOD shall be included in the meeting materials of the GMS and disclosed on the Company's website at least **ten (10) days** prior to the opening date of the GMS, enabling shareholders to review such candidates before voting. Candidates for the BOD must provide a written commitment confirming the truthfulness, accuracy and reasonableness of the disclosed personal information and undertake to perform their duties honestly if elected.

The information disclosed for each candidate shall include, at a minimum:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Employment history;
- e. Positions held as BOD member or other managerial roles in other companies;
- f. Assessment report on contributions to the Company (if the candidate is an incumbent BOD member);
- g. Related interests with the Company (if any);
- h. Name of the nominating shareholder or shareholder group (if any);
- i. Other relevant information (if any).

A public company must disclose information regarding companies where the candidate holds BOD or managerial positions, as well as any related interests with the Company.

2. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates to the BOD. The nomination rights are as follows: From 10% to under 30%: nominate up to two (02) candidates; From 30% to under 40%: nominate up to three (03) candidates; From 40% to under 50%: nominate up to four (04) candidates; From 51% or more: nominate up to the total number of BOD members; Exactly 10%: nominate one (01) candidate.
3. Where the number of candidates nominated or self-nominated remains insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the Company's internal corporate governance regulations. Such procedures must be clearly disclosed and approved by the GMS prior to implementation.
4. A member of the BOD of the Company shall not simultaneously serve as a BOD

member in more than five (05) other companies.

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

1. The BOD shall consist of three (03) to five (05) members.
2. The structure of the BOD shall ensure that non-executive members account for at least one-third (1/3) of the total number of BOD members.
3. A BOD member shall cease to hold office in the following cases:
 - a. No longer satisfies eligibility criteria or is prohibited by law;
 - b. Resigns and such resignation is accepted;
 - c. Suffers mental incapacity as evidenced by professional assessment;
 - d. Fails to attend BOD meetings for six (06) consecutive months, except in force majeure cases;
 - e. Is dismissed by the GMS;
 - f. Intentionally provides inaccurate personal information as a candidate;
 - g. No longer serves as the representative of the institutional shareholder that nominated him/her;
 - h. Other cases as prescribed by law and this Charter.
4. Appointment of BOD members must be disclosed in accordance with laws on securities and the stock market.
5. A BOD member is not required to be a shareholder of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The BOD shall supervise and direct all business activities and affairs of the Company and shall have full authority to exercise all rights and obligations of the Company, except those reserved to the GMS.
2. The BOD shall have the following key rights and duties:
 - a. Decide on development strategies, medium-term plans, and annual business plans;
 - b. Propose classes of shares and total authorized shares;
 - c. Decide on the sale of unissued shares and other capital raising methods;
 - d. Determine issuance prices of shares and bonds;
 - e. Decide on share repurchase in accordance with Article 133 of the Law on Enterprises;
 - f. Approve investment plans and projects within its authority;
 - g. Decide on market development, marketing and technology strategies;
 - h. Approve contracts and transactions with value **from 35% or more of total assets**,

except those under GMS authority;

- i. Elect, dismiss the Chairman; appoint/dismiss the CEO and key executives; determine their remuneration and benefits; appoint representatives in other entities;
 - j. Supervise and direct the CEO and management in daily operations;
 - k. Decide on organizational structure, internal regulations; establish subsidiaries, branches, representative offices; make investments;
 - l. Approve GMS agenda and documents; convene GMS or collect written opinions;
 - m. Submit audited annual financial statements to the GMS;
 - n. Recommend dividend levels and decide dividend payment procedures or loss handling;
 - o. Propose restructuring, dissolution, or bankruptcy;
 - p. Issue internal governance regulations and BOD regulations after GMS approval;
 - q. Other rights and obligations under applicable laws and this Charter.
3. The BOD must report to the GMS on its activities, particularly its supervision of the CEO and management during the financial year. Failure to submit such report renders the annual financial statements invalid and not approved by the BOD.
 4. Unless otherwise provided by law or this Charter, the BOD may delegate authority to executives or other employees to act on behalf of the Company.

Article 28. Remuneration, Salary and Other Benefits of Board Members

1. Members of the BOD (excluding authorized representatives) shall receive remuneration for their services. The total remuneration for the BOD shall be determined by the GMS and allocated among members as agreed by the BOD or equally if no agreement is reached.
2. Total compensation for each BOD member, including remuneration, expenses, commissions, share options, and other benefits received from the Company, its subsidiaries, affiliates, or other entities where such member represents capital, must be fully disclosed in the Annual Report. BOD remuneration must be presented as a separate item in the financial statements.
3. BOD members holding executive roles, participating in BOD committees, or performing additional duties beyond normal responsibilities may receive additional compensation in the form of lump-sum payments, salary, commissions, profit-sharing, or other forms as decided by the BOD.
4. BOD members shall be reimbursed for all reasonable expenses, including travel, accommodation, and other costs incurred in performing their duties, including attendance at GMS, BOD meetings, or committee meetings.

Article 29. Chairman of the Board of Directors

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members.
2. The Chairman of the BOD shall not concurrently hold the position of Chief Executive Officer (CEO).
3. The Chairman of the BOD shall have the following rights and obligations:
 - a. To formulate programs and plans for the activities of the BOD;
 - b. To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair BOD meetings;
 - c. To organize the adoption of resolutions and decisions of the BOD;
 - d. To supervise the implementation of resolutions and decisions of the BOD;
 - e. To chair meetings of the GMS;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. The Chairman may be removed by a decision of the BOD. In the event of resignation or removal, the BOD must elect a replacement within **ten (10) days**.

Article 30. Meetings of the Board of Directors

1. The Chairman shall be elected at the first meeting of the BOD within **seven (07) working days** from the completion of the BOD election. This meeting shall be convened by the member receiving the highest number or percentage of votes. Where more than one member receives the highest votes, such members shall elect one among themselves by majority vote to convene the meeting.
2. The Chairman shall convene regular and extraordinary BOD meetings, set the agenda, time and venue at least **three (03) working days** prior to the meeting. The BOD shall meet at least **once per quarter**.
3. The Chairman must convene a BOD meeting without undue delay upon written request specifying purpose and agenda from:
 - a. The Board of Supervisors or an independent BOD member;
 - b. The CEO or at least five (05) other executives;
 - c. At least two (02) BOD members;
 - d. Other cases (if any).
4. The Chairman must convene the meeting within **seven (07) working days** from receipt of such request. Failure to do so shall render the Chairman liable for damages; the requesting parties may themselves convene the meeting.

5. BOD meetings may be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman and agreed by the BOD.
6. Notice of meeting must be sent to all BOD members and Supervisors at least **three (03) working days** in advance. The notice must be in Vietnamese and include time, venue, agenda, discussion materials, and voting forms.

Notice may be delivered by post, fax, email, or other means, provided it reaches the registered contact details of members.

7. A BOD meeting shall be valid when attended by at least **three-quarters (3/4)** of total members (in person or by authorized representative if approved).

If quorum is not met, a second meeting shall be convened within **seven (07) days** and shall be valid if attended by more than **one-half (1/2)** of members.

8. Meetings of the Board of Directors (BOD) may be conducted in the form of a teleconference among BOD members when all or some members are in different locations, provided that each participating member is able to:

- a. Hear every other BOD member speaking during the meeting;
- b. Speak simultaneously to all other participants. Discussions among members may be conducted directly via telephone or through other means of communication, or a combination of such methods. A BOD member participating in such a meeting shall be deemed to be "present" at the meeting. The location of the meeting held under this provision shall be the place where the largest number of BOD members are present, or the place where the Chairperson of the meeting is present.

Resolutions adopted at meetings conducted via telephone, duly convened and held, shall take effect immediately upon conclusion of the meeting, but must be confirmed by the signatures of all participating BOD members in the minutes of the meeting.

9. A BOD member may submit a ballot voting to the meeting via mail, fax, or email. In the case of submission by mail, the ballot must be placed in a sealed envelope and delivered to the Chairperson of the BOD no later than one (01) hour prior to the opening of the meeting. Such ballots shall only be opened in the presence of all attendees.

10. Voting

- a. Except as provided in Point b, Clause 10, Article 30, each BOD member or authorized representative as prescribed in Clause 8 of this Article who is directly present at the meeting in an individual capacity shall have one (01) vote;
- b. A BOD member shall not vote on contracts, transactions, or proposals in which such member or his/her related persons have interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the

- minimum quorum required to convene a BOD meeting in respect of decisions for which such member has no voting right;
- c. In accordance with Point d, Clause 10, Article 30, where an issue arises at a meeting relating to the interests or voting rights of a BOD member and such member does not voluntarily waive his/her voting rights, the ruling of the Chairperson shall be final, unless the nature or scope of such member's interest has not been fully disclosed;
 - d. A BOD member benefiting from a contract as specified in Points a and b, Clause 5, Article 40 of this Charter shall be deemed to have a material interest in such contract;
 - d. Members of the BOS have the right to attend BOD meetings, participate in discussions, but shall not have voting rights.
11. A BOD member who directly or indirectly benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and who is aware of such interest, must disclose such interest at the first BOD meeting discussing the execution of such contract or transaction. In cases where the member is not aware of such interest at the time the contract or transaction is executed, such member must disclose the relevant interests at the first BOD meeting held after becoming aware that he/she has or will have such interest in the said contract or transaction.
 12. The BOD shall adopt decisions and pass resolutions based on the approval of a majority of the attending BOD members. In the event of a tie, the vote of the Chairperson of the BOD shall be the deciding vote.
 13. Resolutions adopted by written consultation shall be approved based on the consent of a majority of BOD members having voting rights. Such resolutions shall have the same validity and effect as those adopted at a meeting.
 14. The Chairperson of the BOD shall be responsible for sending the minutes of the BOD meeting to its members, and such minutes shall serve as conclusive evidence of the matters conducted at the meeting, unless objections to the content of the minutes are raised within ten (10) days from the date of dispatch. The minutes of BOD meetings shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the Chairperson and the minute-taker.

Article 31. Committees under the Board of Directors

1. The BOD may establish committees for development strategy, personnel, remuneration, and internal audit. Committees should have at least **three (03) members**, including BOD members and possibly external members. Independent or non-executive directors should form the majority, and one shall be appointed as Committee Chair. Committee resolutions are valid only when approved by a majority of attending members who are BOD members.

2. Implementation of decisions of the BOD or its committees must comply with applicable laws and this Charter.

Article 32. Company Secretary

The BOD shall appoint one or more Company Secretaries with terms and conditions as determined by the BOD. The BOD may dismiss the Company Secretary in accordance with labor laws. The Company Secretary must have legal knowledge and must not work for the Company's external auditor. The BOD may appoint Assistant Company Secretaries when necessary.

Roles and responsibilities of the Company Secretary include:

1. Organizing meetings of the BOD, BOS, and GMS;
2. Recording minutes of meetings;
3. Advising on procedural matters;
4. Attending meetings;
5. Ensuring BOD resolutions comply with laws;
6. Providing financial information, minutes, and relevant documents to BOD members and Supervisors;
7. Providing information to shareholders upon BOD approval.

The Company Secretary shall maintain **confidentiality of information** in accordance with applicable laws and this Charter.

CHAPTER VIII: THE GENERAL DIRECTOR AND OTHER EXECIVE OFFICERS

Article 33. Organizational Structure of Management

The Company's management system shall ensure that the management apparatus is accountable to the BOD and is subject to its supervision and direction in the daily business operations of the Company.

The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the BOD. The appointment, dismissal, or removal of the positions must be approved by a resolution of the BOD.

Article 34. Executive Officers

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit additional executive officers in numbers and with qualifications appropriate to the Company's organizational structure and internal management regulations as determined by the Board of Directors.

Executive officers must perform their duties with due diligence to assist the Company in achieving its operational and organizational objectives.

2. The remuneration, salary, benefits, and other terms of the employment contract of the General Director shall be determined by the BOD. Employment contracts of other executive officers shall be decided by the BOD upon consultation with the General Director.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another individual as the General Director and shall enter an employment contract specifying remuneration, salary, and other benefits.

The remuneration, salary, and other benefits of the General Director must be reported at the Annual GMS, presented as a separate item in the annual financial statements, and disclosed in the Company's Annual Report.

2. The term of office of the General Director shall not exceed five (05) years and may be renewed. The appointment may terminate in accordance with the provisions of the employment contract.

The General Director must not be a person prohibited by law from holding such position and must satisfy all criteria and conditions as prescribed by applicable laws and the Company's Charter.

3. The General Director shall have the following rights and obligations:
 - a. To implement resolutions of the BOD and the GMS, as well as the Company's business and investment plans as approved;
 - b. To decide on matters not falling within the authority of the BOD, including representing the Company in executing financial and commercial contracts, and organizing and managing the Company's daily business operations in accordance with best management practices;
 - c. To propose to the BOD organizational structures and internal management regulations;
 - d. To recommend measures to improve the Company's operations and management;
 - d. To propose the number and appointment or dismissal of executive officers in accordance with internal regulations, and to recommend their remuneration, salaries, and other benefits for the Board of Directors' decision;
 - e. To consult with the BOD in determining workforce size, appointment, dismissal, salaries, allowances, benefits, and other terms of employment contracts;
 - g. By October 31 each year, submitting for approval by the BOD a detailed business plan for the following fiscal year, aligned with the annual budget and the five (05)-year financial plan;

- h. To prepare long-term, annual, and quarterly budgets of the Company (including projected balance sheet, income statement, and cash flow statement) for submission to the BOD for approval, in accordance with the Company's regulations;
 - i. Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the BOD, and the employment contract.
4. The General Director shall be accountable to the BOD and the GMS for the performance of assigned duties and powers and must report to these bodies upon request.
 5. The BOD may dismiss the General Director upon approval by a majority of voting members attending the meeting and appoint a replacement.

CHAPTER IX: BOARD OF SUPERVISORS

Article 36. Nomination and Candidacy for Supervisors

1. The nomination and candidacy of Supervisors shall be carried out in accordance with the provisions set forth in Article 25 of this Charter.
2. If the number of candidates for the BOS through nomination and self-nomination is insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in this Charter and the Company's Internal Corporate Governance Regulations. The mechanism for nomination by the incumbent BOS must be clearly disclosed and approved by the GMS prior to implementation.

Article 37. Supervisors

1. The BOS of the Company shall consist of three (03) members. The term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. A Supervisor must satisfy the standards and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises, the Company's Charter, 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 the independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. The Head of the BOS shall be elected by the BOS from among its members; the election, dismissal, and removal shall be decided by majority vote. The BOS must have more than half of its members residing in Vietnam. The Head of the BOS must hold at least a bachelor's degree in one of the following disciplines: economics,



finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business activities.

The Head of the BOS shall have the following rights and responsibilities:

- a. To convene meetings of the BOS;
 - b. To request the BOD, the General Director (Chief Executive Officer), and other managers to provide relevant information for reporting to the BOS;
 - c. To prepare and sign reports of the BOS, after consulting the BOD, for submission to the GMS.
4. A Supervisor shall be dismissed in the following cases:
- a. No longer meeting the standards and conditions to serve as a Supervisor as prescribed by the Law on Enterprises;
 - b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Submitting a resignation letter which is accepted;
 - d. Other cases as prescribed by law and this Charter.
5. A Supervisor shall be removed from office in the following cases:
- a. Failing to fulfill assigned duties and responsibilities;
 - b. Committing serious violations or repeated violations of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;
 - c. By decision of the GMS;
 - d. Other cases as prescribed by law and this Charter.

Article 38. Board of Supervisors

1. The BOS shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:
 - a. To propose and recommend that the GMS approve an independent auditing firm to audit the Company's financial statements;
 - b. To be accountable to shareholders for its supervisory activities;
 - c. To supervise the Company's financial condition, the legality of activities of members of the BOD, the General Director, and other managers, as well as the coordination among the BOS, the BOD, the General Director, and shareholders;
 - d. Upon detecting any violation of law or the Company's Charter by members of the BOD, the General Director, or other executives, to notify the BOD in writing within forty-eight (48) hours, and request the violator to cease the violation and implement remedial measures;

- d. To decide on the appointment of an approved auditing organization to examine the Company's operations and to dismiss such auditor when deemed necessary;
 - e. To ensure coordination with the BOD, the General Director, and shareholders;
 - g. To develop the Operating Regulations of the BOS and submit them to the GMS for approval;
 - h. To report to the GMS in accordance with the Law on Enterprises;
 - i. To report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of certain provisions of the Law on Securities;
 - k. Other rights and obligations as prescribed by law and this Charter.
2. Members of the BOD, the General Director, and other executives must provide full, accurate, and timely information and documents on management, administration, and operations of the Company at the request of the BOS. The Company Secretary must ensure that copies of all resolutions and minutes of meetings of the GMS and the BOD, financial information, and other information provided to shareholders and members of the BOD are also provided to Supervisors at the same time and in the same manner.
 3. The BOS may adopt internal regulations governing its meetings and operations. It must convene at least two (02) meetings per year, and a meeting shall be valid when attended by at least two-thirds (2/3) of its members.
 4. Remuneration, salaries, and other benefits of Supervisors shall be determined by the GMS. Supervisors shall be reimbursed for reasonable accommodation, travel, and other expenses incurred in attending meetings of the BOS or performing other duties.

CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 39. Duty of Care

Members of the BOD, Supervisors, the General Director, and other executive officers shall perform their duties, including those performed in their capacity as members of Board committees, honestly and with due care in the best interests of the Company.

Article 40. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the BOD, members of the BOS, the General Director (Chief Executive Officer), and other managers must disclose their related interests in accordance with the Law on Enterprises and other relevant laws and regulations.

2. Members of the BOD, members of the BOS, the General Director, other managers, and their related people may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the BOD, members of the BOS, the General Director, and other managers are obliged to notify in writing the BOD and the BOS of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, with such persons or their related persons in accordance with applicable laws. For such transactions approved by the GMS or BOD, the Company must disclose information regarding such resolutions in accordance with securities laws on information disclosure.
4. Members of the BOD, members of the BOS, the General Director, other managers, and their related people, must not use or disclose to others any internal information to conduct related transactions.
5. Transactions between the Company and one or more members of the BOD, members of the BOS, the General Director, other executives, and related individuals or organizations, shall not be deemed invalid in the following cases:
 - a. For transactions with a value less than or equal to 35% of the total assets as recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the relevant BOD members, BOS members, the General Director, and other executives, have been reported to the BOD and approved by a majority vote of BOD members who have no related interests;
 - b. For transactions with a value exceeding 35%, or transactions that result in the aggregate transaction value arising within twelve (12) months from the date of the first transaction reaching 35% or more of the total assets as recorded in the most recent financial statements, the material contents of such transactions, as well as the relationships and interests of the relevant BOD members, BOS members, the General Director, and other executives, have been disclosed to shareholders and approved by the GMS through votes of shareholders who have no related interests.

Article 41. Liability for Damages and Indemnification

1. Members of the BOD, Supervisors, the General Director (Chief Executive Officer), and other executives who breach their duties of honesty and due care or fail to perform their obligations with diligence and professional competence, shall be liable for any damages arising from such violations.
2. The Company shall indemnify individuals who have been, are, or may become involved as parties in claims, lawsuits, or legal proceedings (including civil and administrative cases, but excluding cases initiated by the Company) if such individuals have been or are members of the BOD, Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, or have

acted at the request of the Company in such capacities, provided that such individuals have acted honestly, prudently, and diligently in the best interests of the Company or in a manner not conflicting with the interests of the Company, in compliance with the law, and there is no evidence that they have breached their duties.

3. When performing their functions, duties, or tasks as authorized by the Company, members of the BOD, Supervisors, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company when they become involved as parties in claims, lawsuits, or legal proceedings (excluding cases initiated by the Company) in the following circumstances:
 - a. They have acted honestly, prudently, and diligently for the benefit of the Company and not in conflict with the Company's interests.
 - b. They have complied with the law and there is no evidence confirming that they failed to fulfill their responsibilities.
4. Indemnification expenses shall include all incurred costs (including legal fees), judgment costs, fines, and amounts payable arising in practice or deemed reasonable in the settlement of such matters within the limits permitted by law. The Company may purchase insurance for such individuals to cover the indemnification liabilities.

CHAPTER XI: RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 42. Right to Inspect Books and Records

1. Shareholders or groups of shareholders specified in Article 49 of Circular 116 shall have the right, directly or through authorized representatives, to submit written requests to inspect the shareholders' register, minutes of the GMS, and to copy or extract such documents during working hours at the Company's head office. Requests made by authorized representatives must be accompanied by the power of attorney or a notarized copy thereof.
2. Members of the BOD, the BOS, the General Director (CEO), and other executives shall have the right to inspect the Company's shareholders' register, list of shareholders, and other books and records for purposes related to their duties, provided that such information is kept confidential.
3. The Company shall retain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the GMS and the BOD, minutes of GMS and BOD meetings, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of such location.
4. The Company Charter must be published on the Company's official website.

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 43. Employees and Trade Union

1. The General Director shall prepare plans for submission to the BOD for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to employees and executives.
2. The General Director shall also prepare plans for submission to the BOD regarding the Company's relations with trade unions, in accordance with best practices, governance policies set forth in this Charter, internal regulations, and applicable laws.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 44. Profit Distribution

1. The GMS shall decide on the annual dividend rate and form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or any amounts payable in relation to any class of shares.
3. The BOD may propose that the GMS approve the payment of dividends, in whole or in part, in shares, and the BOD shall implement such resolution.
4. Where dividends or other payments relating to shares are made in cash, such payments shall be made in Vietnamese Dong. Payments may be made directly or through banks based on account details provided by shareholders. If the Company has transferred funds in accordance with the provided banking details but the shareholder does not receive such funds, the Company shall not be liable for such amounts. Dividend payments for listed or registered shares may be made through securities companies or the Vietnam Securities Depository And Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall pass a resolution determining a record date. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

CHAPTER XIV: BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 45. Bank Accounts

1. The Company shall open bank accounts with Vietnamese banks or foreign banks

permitted to operate in Vietnam.

2. Subject to prior approval by the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.
3. All payments and accounting transactions of the Company shall be conducted through its VND or foreign currency accounts maintained at such banks.

Article 46. Fiscal Year

The fiscal year of the Company shall commence on January 1 and end on December 31 of each calendar year. The first fiscal year shall begin on the date of issuance of the Enterprise Registration Certificate and end on December 31 immediately following such issuance date.

Article 47. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specialized accounting regime approved by the Ministry of Finance.
2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency shall be the Vietnamese Dong (VND). In cases where the Company's primary economic transactions are conducted in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be legally responsible for such selection, and must notify the directly managing tax authority.

**CHAPTER XV: ANNUAL REPORTS, FINANCIAL STATEMENTS AND
DISCLOSURE OBLIGATIONS**

Article 48. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements in accordance with applicable laws and regulations of the State Securities Commission, and such statements must be audited in accordance with Article 50 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit the audited annual financial statements approved by the GMS to the competent tax authority, the State Securities Commission, the Stock Exchange (in the case of a listed company), and the Business Registration Authority.
2. The annual financial statements shall include an income statement reflecting a true and fair view of the Company's profit/loss for the fiscal year; a statement of financial position reflecting a true and fair view of the Company's financial condition as at the reporting date; a cash flow statement; and notes to the financial statements.

3. The Company must prepare and disclose semi-annual financial statements reviewed by an independent auditor and quarterly financial statements (applicable to listed companies and large-scale public companies) in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies), and submit them to the relevant tax authority and the Business Registration Authority in accordance with the Law on Enterprises.
4. The annual audited financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements (for listed companies and large-scale public companies) must be disclosed on the Company's website.
5. Organizations and individuals concerned shall have the right to inspect or copy the audited annual financial statements, the reviewed semi-annual financial statements, and the quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

Article 49. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

CHAPTER XVI: COMPANY AUDIT

Article 50. Audit

1. The Annual General Meeting of Shareholders (AGM) shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to select one of such firms to audit the Company's financial statements for the following fiscal year, based on terms and conditions agreed with the BOD. The Company must prepare and submit its annual financial statements to the selected independent auditing firm after the end of the fiscal year.
2. The independent auditing firm shall examine, verify, and issue an audit report, and submit such report to the BOD within two (02) months from the end of the fiscal year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditor performing the audit of the Company is entitled to attend GMS meetings, receive notices and other information relating to the GMS that shareholders are entitled to receive, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

CHAPTER XVII: SEAL

Article 51. Seal

1. The BOD shall approve the official seal of the Company, which shall be engraved in accordance with applicable laws and the Company Charter.
2. The BOD and the General Director shall manage and use the Company's seal in compliance with prevailing legal regulations.

CHAPTER XVIII: TERMINATION AND LIQUIDATION

Article 52. Termination

1. The Company may be dissolved in the following cases:
 - a. Upon expiry of its operating term, including any extension thereof;
 - b. Early dissolution as decided by the General Meeting of Shareholders (GMS);
 - c. Revocation of the Enterprise Registration Certificate;
 - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the GMS and implemented by the BOD. Such decision must be notified to or approved by the competent authority (if required) in accordance with applicable regulations.

Article 53. Extension of Operation

1. The BOD shall convene a GMS at least seven (07) months prior to the expiry of the Company's operating term so that shareholders may vote on the extension of the Company's operation as proposed by the BOD.
2. The operating term shall be extended upon approval by shareholders representing at least sixty-five percent (65%) of the total voting shareholders attending the GMS in person or through authorized representatives.

Article 54. Liquidation

1. At least six (06) months prior to the expiry of the Company's operating term, or after a decision on dissolution is made, the BOD must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the GMS and one (01) member shall be appointed by the BOD 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 given priority for payment over other liabilities of the Company.



2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on its establishment date and commencement date. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation expenses.
 - b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees in accordance with collective labor agreements and signed labor contracts.
 - c. Tax liabilities.
 - d. Other debts of the Company;
 - d. The remaining balance after settlement of all liabilities from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

CHAPTER XIX: INTERNAL DISPUTE RESOLUTION

Article 55. Internal Dispute Resolution

1. In the event of disputes or complaints arising in connection with the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, other applicable laws, and the Company's Charter, including disputes between:
 - a. Shareholders and the Company;
 - b. Shareholders and the BOD, the BOS, the General Director (Chief Executive Officer), or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution process and request each party to present relevant information concerning the dispute within thirty (30) working days from the date the dispute arises.

In cases where the dispute involves the BOD or the Chairman of the BOD, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. If no amicable resolution is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to an Economic Arbitration Center or a competent Economic Court.



3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of court costs shall be implemented in accordance with the judgment or decision of the Court.

CHAPTER XX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 56. Company Charter

1. Any amendment or supplementation to this Charter must be reviewed and approved by the GMS.
2. If relevant laws governing the Company's operations are not yet incorporated into this Charter, or where new legal provisions differ from those set out herein, such legal provisions shall automatically apply and govern the Company's operations

CHAPTER XXI: EFFECTIVE DATE

Article 57. Effective Date

1. This Charter, comprising twenty-one (21) chapters and fifty-seven (57) articles, was unanimously adopted by the General Meeting of Shareholders of An Giang Agriculture and Foods Import-Export Joint Stock Company on April 29, 2026, at No. 2045 Tran Hung Dao Street, My Thoi Ward, An Giang Province, Vietnam, and its full contents are hereby approved and come into effect.
2. This Charter is made in three (03) originals of equal legal validity and shall be kept at the Company's head office.
3. This Charter constitutes the sole and official charter of the Company.
4. Copies or extracts of this Charter shall be valid only when signed by the Chairman of the BOD or by at least one half (1/2) of the total number of members of the BOD.



ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Dang Quang Thai