

**CÔNG TY CỔ PHẦN RAU QUẢ
THỰC PHẨM AN GIANG
AN GIANG FRUIT-VEGETABLES &
FOODSTUFF JOINT STOCK COMPANY**

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

Số: 92/2026/CBTT-RQTPAG
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An Giang, ngày 29 tháng 10 năm 2026
An Giang, October 29, 2026

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

Kính gửi: Sở Giao dịch Chứng khoán Việt Nam

Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh

To: Vietnam Stock Exchange

Ho Chi Minh Stock Exchange

1. Tên tổ chức / *Name of organization*: Công ty Cổ phần Rau quả Thực phẩm An Giang / *An Giang Fruit-Vegetables & Foodstuff Joint Stock Company*

- Mã chứng khoán / *Stock code*: ANT

- Địa chỉ / *Address*: Số 69-71-73 Nguyễn Huệ, Phường Long Xuyên, Tỉnh An Giang, Việt Nam /
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2. Nội dung thông tin công bố / *Contents of disclosure*:

Điều lệ Công ty (sửa đổi ngày 29/10/2026).

Amended Company Charter dated 29/10/2026.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 29/10/2026 tại đường dẫn <https://antesco.com/cap-nhat-tai-chinh/> / *This information was published on the company's website on 29/10/2026, as in the link https://antesco.com/cap-nhat-tai-chinh/*

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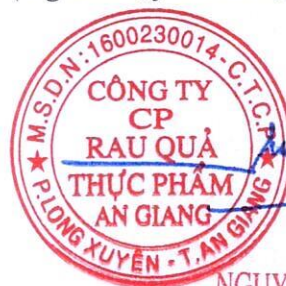
Tài liệu đính kèm/Attached documents:

- Điều lệ Công ty (sửa đổi ngày 29/10/2026)./ Amended Company Charter dated 29/10/2026.

Đại diện tổ chức

Organization representative

Người được ủy quyền công bố thông tin
Person authorized to disclose information
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)



NGUYỄN HOÀNG MINH
TỔNG GIÁM ĐỐC

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER
AN GIANG FRUIT – VEGETABLES & FOODSTUFF
JOINT STOCK COMPANY

An Giang, October 29, 2026



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PREAMBLE

This Charter was adopted pursuant to Resolution No. 03/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated September 07, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

- a) ANTESCO is An Giang Fruit-Vegetables & Foodstuff Joint Stock Company;
- b) Charter capital is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- c) The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amended and supplemented documents;
- d) The Law on Securities is the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amended and supplemented documents;
- e) Vietnam is the Socialist Republic of Vietnam;
- f) The date of establishment is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
- g) Executives of enterprises include General Directors , Deputy General Directors , Directors of Divisions, Deputy Directors of Divisions, Chief Accountants and other executives appointed by the Board of Directors;
- h) An enterprise manager is a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in this Charter;
- i) Related persons are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- j) Shareholders are individuals and organizations that own at least one share of a joint-stock company;
- k) A founding shareholder is a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;
- l) Major shareholders are shareholders specified in Clause 18, Article 4 of the Law on Securities;
- m) The operation duration is the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
- n) The Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

- o) Trade secrets are information about the amount of goods in reserve, prices and profits, finance, technological solutions, business techniques and other information decided by the Board of Directors.
- p) Trade secrets are information obtained from financial and intellectual investment activities, which have not been disclosed or are capable of being used in business and other information decided by the Board of Directors.
- q) The majority principle is the voting principle that states that an issue is passed when and only if more than half of the total valid votes are in favor of the issue.

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

3. Headings (Sections and Articles of this Charter) shall be used for the convenience of understanding the contents and do not affect the contents of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company

1. Company Name

- Company name written in Vietnamese: AN GIANG FRUIT-VEGETABLES & FOODSTUFF JOINT STOCK COMPANY
- Company name written in foreign language: AN GIANG FRUIT-VEGETABLES & FOODSTUFF JOINT STOCK COMPANY
- Abbreviated Company Name: ANTESCO

2. Companies are joint-stock companies with legal status in accordance with current laws of Vietnam

3. Registered office of the Company:

- Head Office Address: No. 69-71-73 Nguyen Hue, Long Xuyen Ward, An Giang Province, Vietnam
- Phone: (0296) 384 1196
- Fax: (0296) 384 3009
- E-mail: antesco@antesco.com
- Website: www.antesco.com

4. The Company may establish branches and representative offices in the business areas to implement the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. Unless the Company ceases operations before the expiry of the term specified in Clause 2, Article 57 or extends its term of operation in accordance with Article 58 of this Charter, the Company's term of operation shall be 50 years from the date of its establishment.

Article 3. Legal representative of the Company

The company has (02) legal representatives, namely: **Chairman of the Board of Directors and General Director.**

The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons with interests, related obligations before the Arbitrator, the Court and other rights and obligations as prescribed by law. The responsibilities of the legal representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The legal representative of the Company must reside in Vietnam; and must authorize in writing in accordance with the law for other persons residing in Vietnam to exercise the rights and obligations of the legal representative at the Company upon exiting Vietnam.

In case the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to perform the rights and obligations of the legal representative of the Company within the scope authorized by law until the authorized representative of the Company to return to work, or until the Board of Directors decides to appoint someone else to replace him.

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

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

Article 4. Objectives of the Company

1. The Company's main business lines are:

4620	Wholesale of raw agricultural and forest products (except timber, bamboo, bamboo) and live animals <i>Details: Trading of raw agricultural and forest products</i> <i>Details: Trading of plant varieties of all kinds</i> <i>(Excluding the right to export, import and distribute goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import or distribute in accordance with law)</i>
1030 (Primary)	Processing and preservation of fruits and vegetables
1080	Production of livestock, poultry and aquatic feed

1020	Processing and preservation of aquatic products and aquatic products
4633	Wholesale Beverages
1010	Processing and preservation of meat and meat products
1105	Production of non-alcoholic beverages, mineral water
1075	Production of dishes and processed foods
4632	Food Wholesale <i>(excluding the right to export, import and distribute goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import or distribute in accordance with law)</i>
4719	Other General Retail <i>(Except for the exercise of the right to export, import and distribution rights for goods on the list of goods of foreign investors, foreign-invested economic organizations are not entitled to export, import and distribute: cigarettes and cigars, books, newspapers and magazines, etc recorded articles, precious metals and gemstones, pharmaceuticals, explosives, crude and processed oil, rice, cane sugar and beet sugar)</i>
4721	Food Retail <i>(Except for the exercise of the right to export, import and distribution rights for goods on the list of goods of foreign investors, foreign-invested economic organizations are not entitled to export, import and distribute: cigarettes and cigars, books, newspapers and magazines, etc recorded articles, precious metals and gemstones, pharmaceuticals, explosives, crude and processed oil, rice, cane sugar and beet sugar)</i>
4722	Food Retail <i>(Except for the exercise of the right to export, import and distribution rights for goods on the list of goods of foreign investors, foreign-invested economic organizations are not entitled to export, import and distribute: cigarettes and cigars, books, newspapers and magazines, etc recorded articles, precious metals and gemstones, pharmaceuticals, explosives, crude and processed oil, rice, cane sugar and beet sugar)</i>
4723	Beverage Retail
0130	Propagation and care of agricultural seedlings
0161	Cultivation service activities
0164	Seed processing for propagation
2012	Production of fertilizers and nitrogen compounds
3811	Non-toxic waste collection

	<i>(Except for the provision of waste collection services directly from households)</i>
3821	Treatment and disposal of non-toxic waste
4679	Other specialized wholesalers have not been classified anywhere <i>(Except for the exercise of the right to export, import and distribution rights for goods on the list of goods of foreign investors, foreign-invested economic organizations are not entitled to export, import and distribute: cigarettes and cigars, books, newspapers and magazines, etc recorded articles, precious metals and gemstones, pharmaceuticals, explosives, crude and processed oil, rice, cane sugar and beet sugar)</i>
4933	Freight transport by road
5210	Warehousing and storage of goods
5229	Other support services related to transportation <i>(Except for the provision of passenger terminal operation services, cargo terminals, aviation petrol and oil services, ground commercial technical services, and airport area operation services;</i> <i>Except for the provision of services of establishment, operation, maintenance and maintenance of marine signals, water areas, water areas, public navigational channels and navigational routes; survey services of water areas, water areas, public navigational channels and navigational routes for the publication of maritime notices; services of surveying, building and issuing nautical charts of waters, seaports, navigational channels and navigational routes; developing and distributing maritime safety documents and publications;</i> <i>Except for the provision of maritime safety regulation services in waters, waters and public navigational channels; maritime electronic information services.</i> <i>Except for the provision of maritime pilotage services)</i>
3512	Generate electricity from renewable energy sources <i>Details: Solar Power</i>

2. The Company's operational objectives are to build and maintain the brand, and at the same time expand and synchronously develop other fields of activity in which ANTESCO has advantages, create a stable, long-term and solid development foundation, maximize profits, ensure the legitimate interests of shareholders, fulfilling their obligations to the State.

Article 5. Business Scope and Activities of the Company

Companies permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents with the business registration authority and announced on the National Enterprise Registration Portal. In case the company is engaged in conditional business lines, the company must fully meet the business conditions in accordance with the provisions of the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is **VND 352,898,640,000** (*In words: Three hundred fifty two billion eight hundred ninety eight million six hundred forty thousand Vietnamese dong*).

The Company's total charter capital is divided into **35,289,864 shares**, with a par value of **VND 10,000 per share**.

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

3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 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 law.

5. The company officially operates in the form of a Joint Stock Company under the Certificate of Enterprise Registration No. 1600230014 issued on 01/06/2011 issued by the Department of Planning and Investment of An Giang province. Pursuant to the provisions of the Law on Enterprises, up to now, the ordinary shares of the founding shareholders have expired the transfer restriction period.

Ordinary shares shall be prioritized for sale 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 of shareholders not registered to buy out will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided for by the securities law.

6. The Company may purchase shares issued by the Company in the ways specified in this Charter and applicable laws.

7. The company may issue other securities in accordance with the law.

Article 7. Stock Certification

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities certifying the legitimate rights and interests of the owners of a part of the issuer's share capital. Stocks must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Company or within 02 months from the date of full payment of the share purchase money as prescribed in the Company's stock issuance plan (or other time limits prescribed in the issuance terms), the holder of the number of shares shall be granted a

share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:

- a) Information about stocks that have been lost, damaged or destroyed in other forms;
- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. Unless otherwise provided for by this Charter and law, stocks listed or registered for trading on the Stock Exchange may be transferred in accordance with the provisions of the law on securities and securities market.

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

Article 10. Revocation of shares (for cases when registering the establishment of an enterprise)

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to fully pay.

2. The above-mentioned payment notice must clearly state the new payment time limit (at least 07 days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to make payment as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

4. Recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize in accordance with the provisions of law to sell and redistribute under such conditions and in such manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must renounce their shareholder status in respect of those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the actual date pay now. The

Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.

6. The notice of revocation shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

The organizational structure of management, administration and control of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Audit Committee attached to the Board of Directors; and
3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:
 - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by this Charter and law. Each ordinary share has one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Priority is given to the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
 - d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
 - f) Consider, lookup, extract or copy this Charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
 - g) When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
 - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;

- j) Have full access to periodic and unusual information published by the Company in accordance with the provisions of law;
- k) 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;
- l) Other rights as prescribed by law and this Charter.

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

- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Considering, looking up and extracting the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, 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;
- c) Request the Board of Directors to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; number of shares and time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be examined, the purpose of inspection. In this case, the audit will be carried out by the Audit Committee directly and reported to the Board of Directors
- d) Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;
- e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:

- a) Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the

number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to be purchased.
2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of repurchase of shares 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, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
3. Comply with this 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. Confidentiality of information provided by the Company in accordance with the provisions of this Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote/vote through the following forms:
 - a) Attend and vote/vote in person at the meeting;
 - b) Authorize other individuals and organizations to attend and vote/vote at the meeting;
 - c) Attend and vote/vote via online conference, electronic voting, or other electronic form;
 - d) Send voting/election ballots to the meeting via mail, fax, email.
7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
 - a) Violating law;
 - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c) Pay debts that are not due before financial risks to the Company.
8. Fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets

annually once a year and within 04 (Four) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 (Six) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and this Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above 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 benefit of the Company;
- b) The remaining number of members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
- d) 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 meeting of the General Meeting of Shareholders within 60 days from the date on which the remaining members of the Board of Directors as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article.
- b) The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors;
- c) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders requesting the meeting as prescribed at Point c, Clause 3 of this Article may represent the Company to convene a meeting of the General Meeting

of Shareholders. In this case, if deeming it necessary, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the agency issuing the Enterprise Registration Certificate or another agency as prescribed by law competent to supervise the order and procedures for convening, conduct meetings and make decisions of the General Meeting of Shareholders.

All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) Procedures for organizing a meeting of the General Meeting of Shareholders are specified 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) Through the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- c) Election, dismissal and dismissal of members of the Board of Directors;
- d) Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e) Decide on amendments and supplements to this Charter;
- f) Approval of annual financial statements;
- g) Decide to repurchase more than 10% of the total sold shares of each type;
- h) Consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
- i) Decision on reorganization or dissolution of the Company;
- j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- k) Approving/ Amending and supplementing the Internal Governance Regulation; Regulations on the operation of the Board of Directors,;
- l) Approving the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, the exemption of the auditor is approved when considering the necessary;
- m) 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) Audited annual financial statements;

- c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
- d) Report on the Activities of the Independent Member of the Board of Directors in the Audit Committee;
- e) Dividend level for each share of each type;
- f) Number of members of the Board of Directors;
- g) Election, dismissal and dismissal of members of the Board of Directors;
- h) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- i) Approving the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's activities when deeming it necessary;
- j) To supplement and amend this Charter;
- k) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 (three) years from the date of establishment;
- l) Division, separation, consolidation, merger or transformation of the Company;
- m) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- n) Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- o) Decide to repurchase more than 10% of the total sold shares of each type;
- p) The company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets recorded in the latest financial statements;
- q) Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities, as amended by Decree No. 245/2025/ND-CP dated September 11, 2025;
- r) Approving, supplementing and adjusting the Internal Regulations on corporate governance, the Regulation on the operation of the Board of Directors;
- s) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on

Enterprises. The authorization to attend the General Meeting of Shareholders shall comply with the following specific provisions:

- a) For individual shareholders, only one (01) authorized representative may be authorized to attend the meeting. This authorized shareholder will not be allowed to attend the general meeting even in the case of partial authorization to the authorized representative.
- b) For shareholders being organizations, authorization shall be carried out as follows:
 - Shareholders holding less than 5% of the total ordinary shares have the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders;
 - Shareholders holding between 5% and less than 10% of the total ordinary shares have the right to authorize a maximum of two (02) persons to attend the meeting;
 - Shareholders holding 10% or more of the total ordinary shares have the right to authorize up to three (03) persons to attend the meeting.

In case there is more than one authorized representative, the number of shares and the number of authorized votes for each representative must be specified. In case the number of shares and the corresponding number of votes for each authorized representative is not specified, the number of shares and the number of votes will be divided equally by the number of authorized representatives, and the fraction of shares (if any) will be prioritized in the order ABC to the name of the authorized representative.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party .

The person authorized by law to attend the General Meeting of Shareholders must submit a written authorization in accordance with the law when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present a written authorization in accordance with the original law of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. Voting slips/election papers of persons authorized to attend meetings within the scope of authorization shall still be valid in one of the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b) The authorizing person has canceled the authorization appointment ;
- c) The authorizing person has canceled the authority of the person performing the authorization.

This clause does not apply in the event that 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. Changes of rights

1. The change or cancellation of special rights attached to a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 (Two) shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedure for conducting such separate meetings is similar to the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

Article 18. Convening, Agenda, and Invitation of General Meeting of Shareholders

1. The Board of Directors shall convene an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote/vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (Ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
 - b) Prepare the program and content of the congress;
 - c) Preparing documents for the congress;

- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- e) Determining the time and place of the congress;
- f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) The meeting agenda and documents used in the meeting;
- b) List and details of candidates in case of election of members of the Board of Directors;
- c) Voting/election slips;
- d) Draft resolutions on each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 (three) working days before the opening date of the meeting. The petition must clearly state the shareholder's name, the number of shares of each class held by the shareholder, contact address, nationality, and Citizen Identity Card/Identity Card number, Passport number, or other valid personal identification document in the case of an individual shareholder; the name, enterprise code or the number of the establishment decision, the address of the head office for institutional shareholders; the number and type of shares held by such shareholders, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of petition, the shareholder or group of shareholders fails to hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the scope of the decision-making competence of the General Meeting of Shareholders;

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

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

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

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

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:

a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card/voting paper/ballot paper, on which the registration number, full name of the shareholder, full name of the authorized representative and number of votes/votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of vote counting shall be announced by the Chairman/Vote Counting Committee immediately before the end of the meeting. The Congress shall elect persons responsible for counting votes or supervising the vote counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote/vote at the meeting immediately after registration. The chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the contents that have been voted on/voted before remains unchanged.

2. The election of the chairperson, secretary, the Shareholder/Delegate Eligibility Examination Committee and the Vote Counting Committee is prescribed as follows:

- a) The Chairman of the Board of Directors presides over or authorizes other members of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In other cases, the person who convenes the meeting of the General Meeting of Shareholders controls the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest votes is appointed to chair the meeting. In case of election of the chairperson, the name of the nominated chairperson and the number of votes for the chairman must be announced;
- b) Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes to chair the meeting;
- c) The chairperson appoints one or several persons to act as the secretary of the meeting;
- d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting;
- e) Before the opening of the General Meeting, the Organizing Committee established by the Board of Directors shall check the qualifications of shareholders/delegates attending and make a record of confirmation. When the General Meeting of Shareholders conducts the meeting, at the request of the Chairman, the General Meeting will elect a Committee to examine the status of shareholders/delegates to confirm the results of the inspection and supervise the implementation during the meeting.

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

4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

- a) Arrange seats at the venue of the General Meeting of Shareholders;
- b) Ensure the safety of everyone present at the meeting places;
- c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

5. The convener or chairman of the General Meeting of Shareholders has the following rights:

- a) Request all participants to undergo inspection or other lawful and reasonable security measures;

- b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
- 6. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting not exceeding 03 (Three) working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting venue in the following cases:
 - a) The meeting place does not have enough convenient seats for all participants;
 - b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
 - c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.
- 7. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; all resolutions passed at such meeting shall take effect.
- 8. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

- 1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) Type of shares and total number of shares of each type;
 - b) Change of business lines, professions and fields;
 - c) Changes in the organizational structure of the Company's management;
 - d) Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the company's latest financial statements, unless otherwise stipulated in this Charter or value;
 - e) Reorganization and dissolution of the Company;
 - f) Extension of the Company's operations.

2. Resolutions shall be adopted when they are approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates tablets. The winner of the election of members of the Board of Directors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in this Charter is sufficient.. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the Election Regulation or this Charter.

In case of election of members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out by the method of cumulative voting as above or by the method of voting (approving, disapprove, no opinion). The voting rate by voting method shall comply with Clause 2, Article 21 of this Charter.

4. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and adoption of such resolutions violate the provisions of the Law on Enterprises and this Charter.

Article 22. Authority and procedures for collecting opinions in writing of shareholders to approve Resolutions of the General Meeting of Shareholders

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders on the following issues:
 - a) To amend and supplement the contents of this Charter;
 - b) Approving/amending and supplementing the Internal Regulations on corporate governance; Operation Regulations of the Board of Directors;
 - c) Company's development orientation;
 - d) Type of shares and total number of shares of each type;
 - e) Election, dismissal and dismissal of members of the Board of Directors;
 - f) Projects to invest in or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the Company's latest financial statements;
 - g) Approval of annual financial statements;

- h) Reorganization and dissolution of the Company;
 - i) Change of business lines, professions and fields;
 - j) Changes in the organizational structure of the Company's management;
 - k) Other matters as deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for sending it back opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion poll must contain the following principal contents:
- a) Name, address of the head office, enterprise code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, number of legal papers of the individual, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of individuals for representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
 - d) Issues that need to be consulted to approve decisions;
 - e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
 - f) The deadline for sending to the Company the answered opinion poll form;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send the replied opinion poll to the Company by mail, fax or email according to the following regulations:
- a) In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - b) In case of fax or email, the opinion poll sent to the Company must be kept confidential until the time of vote counting;
 - c) The opinion poll sent to the Company after the time limit specified in the opinion poll or which has been opened in case of sending a letter and disclosed in case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting in the presence of the Audit Committee or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose and issues to be consulted to pass the resolution;
- c) The number of shareholders with the total number of votes/elections that have participated in voting/elections, distinguishing the number of valid votes/elections and the number of invalid votes/elections and the method of sending voting/election ballots, enclosed with an appendix to the list of shareholders participating in voting/elections;
- d) The total number of votes in favor, disapproval and no opinion on each issue, the total number of votes for each candidate (if any);
- e) The issue was passed and the vote rate passed accordingly;
- f) 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 must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

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

7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. A resolution shall be adopted in the form of collecting shareholders' opinions in writing if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders entitled to vote and is as valid as the resolution adopted at the General Meeting of Shareholders.

Article 23. Resolution, Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the chairman and secretary;
- e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

- f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes ;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
- h) Summing up the number of votes for each candidate (if any);
- i) The issues that were passed and the corresponding percentage of votes voted for approval;
- j) Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Records made in both Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be kept at the Company's head office.

Resolutions and minutes of the General Meeting of Shareholders and documents enclosed in the minutes and resolutions must be disclosed in accordance with the law on information disclosure on the securities market.

Article 24. Request for annulment of the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The contents of the resolution violate law or this Charter.

VII. BOARD OF DIRECTORS

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

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the 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 have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform tasks honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in this Charter;

The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding ordinary shares have the right to combine the number of 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 may nominate 01 (One) candidate; from 20% to less than 30% shall be nominated for a maximum of 02 (Two) candidates; from 30% to less than 40% shall be nominated for a maximum of 03 (Three) candidates; from 40% to less than 50% may nominate a maximum of 04 (Four) candidates; from 50% to less than 65% are nominated for a maximum of 05 (Five) candidates; from 65% or more may nominate a maximum of 07 (Seven) candidates.

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

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

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

1. The number of members of the Board of Directors is 05 (Five) persons.
2. The term of office of a member of the Board of Directors shall not exceed 05 (Five) years and may be re-elected with 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 of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. The structure of members of the Board of Directors is as follows:

The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors. The composition of the Company's Board of Directors must ensure the required number of independent members of the Board of Directors as follows:

- a) At least 01 independent member where the Board of Directors consists of 03 to 05 members;
- b) At least 02 independent members where the Board of Directors consists of 06 to 08 members;
- c) At least 03 independent members where the Board of Directors consists of 09 to 11 members.

The rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors shall be specified in the Regulation on operation of the Board of Directors.

4. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in 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 on 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 managing agency of the Company and has full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

- c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) Deciding on solutions for market development, marketing and technology;
- h) Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss or dismiss the Chairman of the Board of Directors; to appoint, dismiss, sign contracts and terminate contracts of the General Director and other important managers as prescribed by this Charter; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or the General Assembly shareholders in other companies, decide on the remuneration and other benefits of such persons;
- j) Supervise and direct the General Director and other managers in running the Company's daily business;
- k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
- l) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
- o) Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
- p) Decision to promulgate the Regulation on the operation of the Board of Directors, the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the Company;
- q) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company;

- r) Managers are required to provide timely, complete and accurate information and documents at the request of the Board of Directors. The order and procedures for requesting and providing information are specified in the Regulation 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 this Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of operation of the Board of Directors as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

1. The company has the right to pay remuneration and rewards to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working at a committee of the Board of Directors or performing other tasks outside the scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis. salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be paid all reasonable expenses for travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members in connection with the violation of the law and this Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently concurrently hold the General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations :
 - a) Formulate programs and plans for activities of the Board of Directors;
 - b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e) Chairman of the General Meeting of Shareholders;
 - f) 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 letter of resignation or is dismissed from office, the Board of Directors must elect a replacement within 30 days from the date of receipt of the letter of resignation or dismissal.
5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in this Charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Article 30. Board of Directors Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such 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 number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

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

- a) At the request of 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 proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the requester may replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 01 working day before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

7. The notice of invitation to a meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by this Charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

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

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 13 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot to the meeting via mail, fax, email.

10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

11. Voting

- a) Except for the provisions at Point b, Clause 11 of this Article, each member of the Board of Directors or an authorized person specified in Clause 9 of this Article who is directly present as an individual at the meeting of the Board of Directors shall have 01 (One) vote;
- b) A member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest. Members of the Board of Directors shall not be included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote on;
- c) According to the provisions of Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors but such member does not voluntarily waive the voting right, the decision of the chairman shall be final. except for cases where the nature or scope of interests of the relevant members of the Board of Directors has not been fully disclosed;
- d) A member of the Board of Directors who derives a benefit from a contract specified in Points a and b, Clause 6, Article 42 of this Charter shall be deemed to have a material interest in such contract.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is about to be concluded with the Company and knows himself or herself as an interested person and is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Company, such member of the Board of Directors must publicize the relevant interests at the first meeting of the Board of Directors held after this member knows that he or she has interests or will have interests in the transaction or contract mentioned above.

13. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

14. A resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

15. The Board of Directors has the right to consult members of the Board of Directors in writing to approve the Resolution of the Board of Directors when approving matters falling under the competence of the Board of Directors in Clause 2, Article 27 of this Charter.

Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

16. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

- a) Listening to each other member of the Board of Directors speaking in the meeting;

- b) Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be present at such meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the meeting shall be held in this manner and conducted in a duly manner, taking effect immediately upon the conclusion of the meeting but must be affirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairman of the Board of Directors or the convener shall send the minutes of the Board meeting to the members and such minutes shall be authentic evidence of the work carried out during the meeting unless there is an objection to the contents of the minutes within ten (10) days from the date of submission. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be made in English. The minutes must be signed by the chairman and the person who records the minutes. In case the chairperson or person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, this record shall take effect.

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish a subordinate committee to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the committee decided by the Board of Directors shall be at least 02 (Two) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members should be a majority on the committee, and one of these members is appointed as the Head of the Board at the discretion of the Board. The operation of the committee must comply with the regulations of the Board of Directors. The resolution of the committee takes effect only when it is attended by a majority of members and voted to approve it at the meeting of the committee.

2. The implementation of decisions of the Board of Directors, or of committees affiliated to the Board of Directors must comply with current legal provisions and the provisions of this Charter and the Internal Regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of the Company's governance to support the Company's governance at the enterprise. The person in charge of corporate governance may concurrently act 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 organization that is auditing the company's financial statements.

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

- c) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- d) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
- e) Advising on the procedure of meetings;
- f) Attend meetings;
- g) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- h) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors ;
- i) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- j) Acting as a point of contact with relevant stakeholders;
- k) Confidentiality of information in accordance with the provisions of law and this Charter;
- l) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

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 daily business of the Company. The company has a General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Article 34. Business Executives

1. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards suitable to the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.

3. The General Director shall be paid salaries and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.

4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed 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 to act as the General Director.
2. The General Director is the person who runs the daily business of the Company; is subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
3. The term of office 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 criteria and conditions prescribed by law and this Charter.
4. The General Director has the following rights and obligations:
 - a) Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction 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 plan and investment plan;
 - d) Proposing the organizational structure plan and internal management regulations of the Company;
 - e) Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
 - f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
 - g) Labor recruitment;
 - h) Proposing a plan to pay dividends or handle losses in business;
 - i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors who have the right to vote at the meeting approve and appoint a new General Director to replace him.

Article 36. Company Secretary

When deeming it necessary, the Board of Directors shall decide to appoint 01 (one) or more persons as the Company Secretary for a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to the current labor laws. The Company Secretary has the following rights and obligations:

- a) Assisting in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

- c) Assisting the Board of Directors in applying and implementing the principles of corporate governance;
- d) Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures
- e) Other rights and obligations as prescribed in this Charter and the Company's Internal Regulations.

IX. AUDIT COMMITTEE

Article 37. Nomination and Appointment of Members of the Audit Committee

1. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executive officers of the Company.
2. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors..

Article 38. Powers and obligations of the Audit Committee

1. The Audit Committee shall consist of at least 02 members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of applicable laws and the Company's operations, and must not fall into any of the following cases:
 - a) Working in the Company's accounting or finance department;
 - b) Being a member or employee of an audit organization approved to audit the Company's financial statements during the preceding three consecutive years.
3. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and Obligations of the Audit Committee

The Audit Committee shall have the rights and obligations prescribed in Article 161 of the Law on Enterprises and the following additional rights and obligations:

1. To have access to documents relating to the Company's operations and to communicate with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to obtain information necessary for the activities of the Audit Committee.
2. To request a representative of the approved audit organization to attend and respond to matters relating to the audited financial statements at meetings of the Audit Committee.
3. To engage external legal, accounting or other advisory services when necessary.
4. To formulate and submit to the Board of Directors policies on risk identification and management; and to propose solutions to the Board of Directors for addressing risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors upon discovering that a member of the Board of Directors, the General Director or another manager has failed to fully perform his/her responsibilities in accordance with the Law on Enterprises and the Company's Charter.
6. To formulate the Regulations on the Operation of the Audit Committee and submit them to the Board of Directors for approval.
7. Other rights and responsibilities prescribed by law, this Charter, the Company's Corporate Governance Regulations and the Regulations on the Operation of the Audit Committee.

Article 40. Meetings of the Audit Committee

1. The Audit Committee shall meet at least twice a year. Detailed and clear minutes of each meeting shall be prepared and properly retained. The person recording the minutes and the members of the Audit Committee attending the meeting must sign the minutes.
2. The Audit Committee shall adopt decisions by voting at meetings, by written consultation, or by other methods as prescribed in the Regulations on the Operation of the Audit Committee. Each member of the Audit Committee shall have one vote. Unless otherwise provided in the Company's Charter or the Regulations on the Operation of the Audit Committee with a higher approval threshold, a decision of the Audit Committee shall be adopted if approved by a majority of the members attending the meeting. In the event of an equal number of votes, the final decision shall be made in accordance with the opinion of the Chairperson of the Audit Committee.

Article 41. Report on the Activities of the Independent Member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the Board of Directors serving on the Audit Committee shall be responsible for reporting on the activities of the Audit Committee at the Annual General Meeting of Shareholders.
2. The report on the activities of the independent member of the Board of Directors serving on the Audit Committee at the Annual General Meeting of Shareholders must include the following:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;
 - b) Summary of meetings of the Audit Committee and its conclusions and recommendations;
 - c) Results of the supervision of the Company's financial statements, operations and financial position;
 - d) Assessment report on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors, the General Director, other executive officers of the enterprise, and their related persons; and transactions between the Company and a company in which a member of the Board of Directors, the General Director or another executive officer of the enterprise has been a founding member or an enterprise manager during the three years immediately preceding the transaction;

- d) Results of the assessment of the Company's internal control and risk management systems;
- e) Results of the supervision of the Board of Directors, the General Director and other executive officers of the enterprise;
- g) Results of the assessment of coordination among the Audit Committee, the Board of Directors, the General Director and shareholders.

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

Members of the Board of Directors, General Directors and other executives are responsible for performing their duties, including those as members of committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 42. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, the General Director and other managers are obliged to notify in writing to the Board of Directors of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with such entity or related persons of such entity in accordance with the provisions of the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Members of the Board of Directors may not vote on transactions that bring benefits to such member or related persons of such member in accordance with the provisions of the Law on Enterprises and this Charter.
5. Members of the Board of Directors, General Directors, other managers and related persons of these entities must not use or disclose inside information to others to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, General Directors, other executives and individuals and organizations related to these objects shall not be invalidated in the following cases:
 - a) For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, the General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

- b) For transactions with a value of 35% or more or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.
- c) Contracts, loans or sale of assets with a value greater than 10% of the total value of assets stated in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 43. Liability for Damage and Compensation

1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities honestly and prudently or fail to fulfill their obligations shall be responsible for the damages caused by their acts of violation.
2. The Company shall compensate persons who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits initiated by the Company) if such persons have been or are members of the Board of Directors, The General Director, other executives, employees or representatives authorized by the Company have been or are performing duties authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has breached his or her responsibilities.
3. Compensation expenses include costs for judgments, fines and payables incurred in reality (including lawyers' fees) or considered reasonable when settling these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 44. Right to look up books and records

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:
 - a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; consider, lookup, extract or copy this Charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions subject to the Board of Directors and other documents. except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and dossiers, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, the General Director and other executives have the right to search the register of shareholders of the Company, the list of shareholders, books and other 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 the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment and dismissal of employees, salaries, social insurance, welfare, commendation and discipline of employees and executives of enterprises.

2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.

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

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

4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money

according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date for finalizing the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

6. Other matters related to profit distribution shall comply with the provisions of law.

XIV.COMPANY GROUP

Article 47. Parent company, subsidiary

1. A company shall be considered as a parent company of another company if it falls into one of the following cases:

- a) Owning more than 50% of the charter capital or the total number of ordinary shares of such company;
- b) Have the right to directly or indirectly decide on the appointment of the majority or all members of the Board of Directors, the Director or the General Director of such company;
- c) Have the right to decide on the amendment and supplementation of the charter of such company.

2. Subsidiaries are not allowed to invest in the purchase of shares or contribute capital to the parent company. Subsidiaries of the same parent company are not allowed to simultaneously contribute capital or buy shares to cross-own each other.

Article 48. Rights, obligations and responsibilities of the parent company towards the subsidiary

1. Depending on the legal form of the subsidiary, the parent company shall exercise its rights and obligations as a member, owner or shareholder in the relationship with the subsidiary company in accordance with the corresponding provisions of the Law on Enterprises and other relevant laws.

2. Contracts, transactions and other relations between parent companies and subsidiaries must be established and performed independently and equally according to the conditions applicable to independent legal entities.

3. In case the parent company intervenes outside the competence of the owner, member or shareholder and forces the subsidiary to carry out business activities contrary to normal business practices or to carry out unprofitable activities without reasonable compensation in the relevant fiscal year, causing damage to the subsidiary, the parent company shall be responsible for such damage.

4. The manager of the parent company responsible for the intervention to force the subsidiary to carry out business activities as prescribed in Clause 3 of this Article must be jointly responsible for such damage with the parent company.

5. In case the parent company fails to compensate the subsidiary as prescribed in Clause 3 of this Article, the creditor or member or shareholder owning at least 1% of the charter capital of the subsidiary company may request the parent company to compensate for damage to the subsidiary company in their own name or on behalf of the subsidiary.

6. In case the business activities specified in Clause 3 of this Article are carried out by a subsidiary company that brings benefits to another subsidiary of the same parent company, the beneficiary subsidiary must jointly return the benefits to the damaged subsidiary company with the parent company.

Article 49. Financial statements of parent companies and subsidiaries

1. At the end of the fiscal year, in addition to reports and documents as prescribed by law, the parent company must also make the following reports:

- a) Consolidated financial statements of the parent company in accordance with the law on accounting;
- b) The annual general report on business results of the parent company and its subsidiaries;
- c) A general report on the management and administration of the parent company and its subsidiaries.

2. At the request of the parent company's legal representative, the subsidiary's legal representative must provide necessary reports, documents and information as prescribed for the preparation of consolidated financial statements and general reports of the parent company and its subsidiaries.

3. The person responsible for making the report of the parent company shall use the report specified in Clause 2 of this Article to make the consolidated financial statements and the general report of the parent company and the subsidiary if there is no suspicion that the report prepared and submitted by the subsidiary contains false information, inaccurate or fake.

4. The person responsible for making the reports specified in Clause 1 of this Article may not make and submit such reports if the subsidiary's financial statements have not been fully received. In case the manager of the parent company has applied necessary measures within the scope of its competence but still fails to receive the report, necessary documents and information as prescribed by the subsidiary, the manager of the parent company shall still prepare and submit the consolidated financial statements and general reports of the parent company and the subsidiary. The report may or may not include information from the subsidiary, but there must be necessary explanations to avoid misunderstanding or misunderstanding.

5. Annual financial settlement reports and documents, consolidated financial statements and general reports of the parent company or subsidiary must be kept at the head office of the parent company. Copies of reports and documents specified in this Clause must be kept at the parent company's branch in Vietnam.

6. In addition to reports and documents as prescribed by law, subsidiaries must also make general reports on purchase, sale and other transactions with the parent company.

XV.BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 50. Bank Account

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

Article 51. Fiscal Year

The Company's fiscal year starts on January 1 of each year and ends on December 31 of each year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31 of the year in which the Enterprise Registration Certificate is issued.

Article 52. Accounting regime

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.
2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company shall use the accounting currency unit of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

XVI.FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES

Article 53. Annual, Semi-Annual and Quarterly Financial Statements

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must reflect honestly and objectively the Company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

Article 54. Annual Report

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

XVII.CORPORATE AUDIT

Article 55. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Association co-governance.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements. Company.

XVIII.SEAL OF THE ENTERPRISE

Article 56. Seal of the business

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

XIX.COMPANY DISSOLUTION

Article 57. Dissolution of the Company

1. The company may be dissolved in the following cases:
 - a) The operation duration stated in this Charter expires without a decision on extension;
 - b) According to resolutions or decisions of the General Meeting of Shareholders;
 - c) The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 58. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 (Seven) months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 59. Liquidation

1. At least 06 (Six) months before the end of the Company's operation term or after the issuance of a decision to dissolve the Company, the Board of Directors must establish a Liquidation Board consisting of 03 (Three) members, of which 02 (Two) members shall be appointed by the General Meeting of Shareholders and 01 (One) member shall be appointed by the Board of Directors from 01 (One) Independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
 - c) Tax debts;
 - d) Other liabilities of the Company;
 - e) The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

XX. INTERNAL DISPUTE RESOLUTION

Article 60. Internal Dispute Resolution

1. In case of disputes and complaints related to the Company's operation, rights and obligations of shareholders as prescribed in the Law on Enterprises, this Charter, other legal provisions or agreements between:
 - a) Shareholders with the Company;
 - b) Shareholders with the Board of Directors, General Director or other executives.

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the

Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may appoint an independent expert as a mediator for the dispute resolution process.

2. In case the mediation decision is not reached within 06 (Six) weeks from the start of the mediation process or if the mediation's decision is not accepted by the parties, a party may take the dispute to arbitration or the Court in accordance with law.

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

XXI.SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 61. Company Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

XXII.EFFECTIVE DATE

Article 62. Effective Date

1. This Charter consists of 22 Sections and 62 Articles, and was unanimously approved by the General Meeting of Shareholders of An Giang Fruit-Food Joint Stock Company on October 29, 2026 at An Giang, which also approved the full and entire validity of this Charter.

2. The Charter shall be made in 04 (four) copies, of equal validity, and kept at the Company's head office.

3. This Charter is unique and official to the Company.

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

Full name and signature of the legal representative./.

CHAIRMAN OF THE BOARD OF DIRECTORS



Nguyễn Ngọc Bao