

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

REGULATIONS
SA GIANG IMPORT EXPORT CORPORATION

April 18, 2026

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INTRODUCTION

These charters were adopted by decision of the General Meeting of Shareholders held on April 18, 2026.

I. DEFINITION OF TERMS IN THE BYLAWS

Điều 1. Explanation of terms

1. In these Regulations, the following terms are understood as follows:
 - a. "Board of Directors" or "BOD" means the Board of Directors of the Company, which has the authority and duties stipulated in this Charter and operates in accordance with the provisions of this Charter and applicable law;
 - b. "Charter capital" is the total par value of shares sold and as stipulated in Điều 6 of these Charters;
 - c. "The company" means Sa Giang Import Export Corporation;
 - d. "Enterprise Law" refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
 - e. "Securities Law" refers to Securities Law No. 54/2019/QH14 dated November 26, 2019;
 - f. "Date of establishment" is the date on which the Company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents);
 - g. "The operator" " is the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in these Charters;
 - h. "General Meeting of Shareholders" or "AGM" means the General Meeting of Shareholders of the Company with the authority stipulated in these Charters and operating in accordance with these Charters and applicable laws;
 - i. "Supervisory Board" means the Supervisory Board of the Company, which has the authority and duties stipulated in this Charter and operates in accordance with the provisions of this Charter and applicable law;
 - j. "Related parties" are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
 - k. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law;
 - l. "Operating period" refers to the Company's operating period as stipulated in Điều 2 of these Charters and any extension period (if any) approved by resolution of the Company's General Meeting of Shareholders;
 - m. "Governance Regulations" refers to the internal regulations on corporate governance developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval;
 - n. "Vietnam" refers to the Socialist Republic of Vietnam;
 - o. "VND" or "Dong" means the legal tender of Vietnam.
2. In these Statutes, references to one or more other regulations or documents, including amendments or replacements, are prohibited.
3. The headings (chapters, articles of these Statutes) are used for convenience in understanding the content and do not affect the content of these Statutes.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Điều 2. Name, form, registered office, branches, representative offices, and duration of operation of the Company

1. Company Name
 - Company name in Vietnamese: SA GIANG IMPORT EXPORT CORPORATION
 - Company name in English: SA GIANG IMPORT EXPORT CORPORATION
 - Trade name : SA GIANG IMPORT EXPORT CORPORATION
 - Company Name Abbreviation: SAGIMEXCO
2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.
3. The company's registered office is:
 - Head office address: Lot CII-3, Street No. 5, Industrial Zone C, Sa Dec Ward, Dong Thap Province, Vietnam
 - Phone: 0277.3763155 – 0277.3763154 – 0277.3763153 – 0277.3763454
 - Fax: 0277.3763152
 - Email: info@sagiang.com.vn
 - government: www.sagiang.com.vn
4. The company may establish branches and representative offices in its business area to pursue its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
5. Unless operations are terminated prematurely under paragraph 2 Article 52, or extension of operation in accordance with Điều 53 of these Charters, the Company's operating period begins from the date of establishment and is indefinite.

Điều 3. The legal representative of the Company

The Chairman of the Board of Directors and the General Director are the legal representatives of the Company.

The powers and obligations of each legal representative are stipulated in this Charter, the law, and the regulations on delegation of authority to the General Director issued by the Board of Directors from time to time.

III. COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

Điều 4. Company's operational objectives

1. The company's business activities are:
 - a. Milling and production of raw flour (Details: Production of raw flour, production of sprouted rice)
 - b. Production of starch and starch products
 - c. Making cakes from flour
 - d. Manufacture of pasta, noodles and similar products
 - e. Other food manufacturing not elsewhere classified

- f. Production of non-alcoholic beverages and mineral water (Details: Production of bottled mineral water and purified water)
- g. Processing and preserving fruits and vegetables
- h. Manufacture of machinery for processing food, beverages, and tobacco (Details: Manufacture of machinery and equipment for food production and processing)
- i. Production of prepared meals and ready-to-eat food (Details: Food production: shrimp crackers, rice noodles, pho noodles, dried papaya)
- j. Processing and preserving meat and meat products.
- k. Real estate business, land use rights belonging to the owner, user or lessee. Details: Leasing of premises (business within the scope of Clause 3, Article 11 of the Law on Real Estate Business)
- l. Wholesale of beverages. Details: Buying and selling alcoholic and non-alcoholic beverages (excluding wholesale of goods on the list of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute).
- m. Manufacture of corrugated paper, corrugated cardboard, and packaging from paper and cardboard (Details: Manufacture of packaging from paper, corrugated paper, corrugated cardboard, hardboard, and various types of paper containers for goods)
- n. Manufacture of plastic products (Details: Manufacture of plastic packaging items such as: bags, boxes, containers, large containers, bottles, sacks)
- o. Other specialized trade not classified elsewhere. Details: Wholesale of products: corrugated paper, corrugated cardboard, cardboard, various types of paper packaging; bags, boxes, containers, large bottles, jars, sacks, and packaging made of plastic (excluding wholesale of goods on the list of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute).
- p. Wholesale of food products. Details: Buying and selling food products: Shrimp crackers, rice noodles, vermicelli, rice vermicelli, rice paper, pho noodles, dried papaya. Buying and selling seafood, meat and meat products (excluding wholesale of goods on the list of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute).

2. The company's operational objectives are : The company was established to mobilize and utilize capital effectively in developing the production and business of various products according to its licensed functions and business lines . Simultaneously, it aims to improve efficiency and achieve the goal of maximizing reasonable profits, creating jobs and stable income for employees, increasing returns for shareholders, contributing to the State budget, and continuously developing the company to become stronger and stronger.

Điều 5. The scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities in accordance with the Company's published business lines on the National Business Registration Portal and this Charter, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.

2. The company may conduct business in other sectors and professions permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Điều 6. Registered capital, shares , founding shareholders

1. The company's charter capital is VND 71,475,800,000 (Seventy-one billion, four hundred seventy-five million, eight hundred thousand Vietnamese Dong).

The company's total charter capital is divided into 7,147,580 shares with a par value of VND 10,000 per share.

2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

3. All shares of the Company as of the date of adoption of these Charters are common shares. The rights and obligations of shareholders holding each type of share are stipulated in Điều 12 and Điều 13 of these Charters.

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

5. The names, addresses, number of shares, and other information about the founding shareholders, as stipulated by the Enterprise Law, are listed in Appendix 01 attached. This Appendix is part of these Articles of Association. Since more than three years have passed since the founding date, all restrictions on shares held by the founding shareholders are hereby lifted.

6. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders, except in cases where the shares are sold through an auction on the stock exchange.

7. The Company may repurchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.¹

8. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the law.

Điều 7. Stock certificate

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

2. A stock certificate is a document issued by a company, a book entry, or electronic data confirming ownership of one or more shares of the company. Stock certificates must contain all the information stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 2 (two) months from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 2 (two) months (or other period as stipulated in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, destroyed, or damaged, the shareholder may request a new share certificate provided they offer proof of ownership and pay all related costs to the Company.

¹ According to the new Securities Law, companies are not allowed to hold treasury shares.

Điều 8. Other securities certificates

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

Điều 9. Share transfer

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed and registered for trading on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

Điều 10. Share repurchase

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be reclaimed.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

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

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but are still required to pay the related amounts and accrued interest at a rate (not exceeding 12% per year) at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full authority to enforce payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Điều 11. Organizational structure, governance, and control

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

1. General Shareholders' Meeting;
2. Board of Directors;
3. Supervisory Board;
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING SHAREHOLDERS

Điều 12. Shareholder rights

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the

company's debts and other financial obligations to the extent of the capital they have contributed to the company.

2. Common shareholders have the following rights:

a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative or by voting remotely;

b. Receive dividends at the rate determined by the General Meeting of Shareholders;

c. Shares are freely transferable and fully paid for in accordance with the provisions of this Charter and applicable law;

d. They have priority in purchasing newly offered shares in proportion to their ownership of common stock.

e. Review, search, and retrieve information related to shareholders and request corrections to inaccurate information;

f. Access information about the list of shareholders entitled to attend the General Meeting of Shareholders;

g. Review, consult, extract, or copy these Articles of Association, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;

h. In the event of the company's dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets corresponding to their shareholding ratio in the company after the company has paid all debts (including obligations to the state, taxes, and fees) and made payments to shareholders holding other types of shares in the company as stipulated by law;

i. They may request the company to repurchase their shares in the cases stipulated in Article 132 of the Enterprise Law;

j. Other rights as prescribed by law and these Statutes.

3. Shareholders or groups of shareholders holding 5% or more² The total number of common shares or more entitles the holder to the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Articles 115 and 139 of the Enterprise Law;

b. Verify and obtain a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

c. The Supervisory Board is required to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following information: full name, contact address, nationality, and legal document number of the individual; name, business registration number or legal document number of the organization, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and their ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d. Other rights as prescribed by law and these Statutes.

4. Shareholders or groups of shareholders holding 10% or more³ The total number of common shares or more entitles the holder to the following rights:

² New Enterprise Law Article 115.2(c).

³ New Enterprise Law, Article 115.5.

- a. Nominate candidates for the Board of Directors or the Supervisory Board in accordance with the respective provisions of Điều 25 and Điều 36 of these Charters;
- b. Other rights as prescribed by law and these Statutes.

Điều 13. Shareholders' obligations

Common shareholders have the following obligations:

1. Comply with these Charters and the Company's internal regulations; abide by the decisions of the General Meeting of Shareholders and the Board of Directors.
2. Attend the General Shareholders' Meeting and exercise your voting rights through the following methods:
 - a. Attend and vote in person at the meeting;
 - b. Authorize someone else to attend and vote at the meeting;
 - c. Participate and vote via online meetings, electronic voting, or other electronic means;
 - d. Submit your ballot to the meeting via mail, fax, or email.
3. Payment for the registered shares must be made as per regulations.
4. Provide your accurate address when registering to purchase shares.
5. Fulfill other obligations as required by applicable law.
6. Individuals shall be held personally liable for any of the following acts committed in the name of the Company:
 - a. Violation of the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Pay off debts that are not yet due in order to mitigate financial risks for the Company.

Điều 14. General Shareholders ' Meeting

1. The General Meeting of Shareholders is the highest competent body of the Company. The Annual General Meeting of Shareholders is held once (01) a year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the financial year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and these Charters, particularly approving the annual financial statements and the budget for the following fiscal year. If the audited financial statements of the Company contain significant exceptions, the Company must invite a representative from the independent auditing firm to attend the Annual General Meeting of Shareholders to explain the relevant contents.
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 annual balance sheet, six (06) month or quarterly financial statements or the audited financial report of the fiscal year reflects that the equity has been lost by half (1/2) compared to the beginning of the period;
 - c. The number of members of the Board of Directors, independent members of the Board of Directors, and Supervisory Board members is less than the number of members prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;

d. Shareholders or groups of shareholders as stipulated in Clause 3 Article 12 of these Charters may request the convening of a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders; or the request may be made in multiple copies and include the signatures of all relevant shareholders.

e. The Supervisory Board may request a meeting if it has reason to believe that members of the Board of Directors or other Executives have seriously violated their obligations under Article 165 of the Enterprise Law, or that the Board of Directors has acted or intends to act outside the scope of its authority.

f. Other cases as prescribed by law and these Regulations.

4. Convening an extraordinary general meeting of shareholders.

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or Supervisory Board members as prescribed in point c clause 3 of this Article or upon receiving the request prescribed in points d and e clause 3 of this Article;

b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c. In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders making the request as prescribed in point d, clause 3 of this Article has the right to replace the Board of Directors and the Supervisory Board in convening a General Meeting of Shareholders as prescribed in clause 4, Article 140 of the Enterprise Law.

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

Điều 15. Rights and responsibilities of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters:

- a. The annual financial statements have been audited;
- b. Report of the Board of Directors;
- c. Report of the Supervisory Board;
- d. The company's short-term and long-term development plans.

2. The annual and extraordinary general meetings of shareholders approve decisions on the following matters:

- a. Through the annual financial report;
- b. The annual dividend payment for each class of shares shall comply with the Enterprise Law and the rights associated with that class of shares. This dividend shall not exceed the amount proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
- c. Number of members of the Board of Directors;

- d. Approve the list of independent auditing firms; decide which independent auditing firm will conduct the audit of the Company's operations, and dismiss independent auditors when deemed necessary;
 - e. Electing, dismissing, removing, and replacing members of the Board of Directors and the Supervisory Board;
 - f. Total amount of remuneration, bonuses and other benefits of the Board of Directors, Supervisory Board ⁴and Board of Directors' remuneration report;
 - g. Supplement and amend these Statutes;
 - h. The type of shares and the number of new shares issued for each type of share and the transfer of shares by founding members within the first three (03) years from the date of establishment;
 - i. Dividing, separating, merging, consolidating, or transforming the Company;
 - j. Reorganize and dissolve (liquidate) the company and appoint a liquidator;
 - k. Investigate and address violations by members of the Board of Directors and Supervisory Board that cause damage to the Company and shareholders;
 - l. Decisions to invest in/sell assets with a value of 35% or more of the total asset value of the Company as recorded in the most recent audited financial statement;
 - m. The decision is to repurchase more than 10% of the total issued shares of each class;
 - n. The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
 - o. Approve the Governance Regulations; the operating regulations of the Board of Directors and the Supervisory Board; ⁵
 - p. To decide on other matters within the authority of the Board of Directors or the General Director as deemed appropriate by the General Meeting of Shareholders; ⁶
 - q. Other matters as prescribed by law and these Statutes.
3. Shareholders are not allowed to vote in the following cases:
- a. Through contracts as stipulated in Clause 2 of this Article, when that shareholder or a person related to that shareholder is a party to the contract;
 - b. The repurchase of shares from that shareholder or a person related to that shareholder is prohibited, except when the repurchase is carried out in proportion to the ownership of all shareholders, or when the repurchase is conducted through order matching transactions on the stock exchange, or through a public tender offer as prescribed by law.
4. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Điều 16. Authorized representative

- 1. Shareholders who are legally entitled to attend the General Meeting of Shareholders may authorize individuals or organizations to represent them. If more than one authorized representative is present, the number of shares and votes authorized for each representative must be specifically identified.

⁴ New Enterprise Law Article 138.2(k).

⁵ New Enterprise Law Article 138.2(l).

⁶ New Enterprise Law Article 138.2(m).

2. The authorization for a representative to attend the General Meeting of Shareholders must be in writing, using the Company's form, and must be signed as follows:

a. In the case where an individual shareholder is the authorized representative, the power of attorney must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting.

b. In cases where the institutional shareholder is the authorized representative, the power of attorney must be signed by the authorized representative, the legal representative of the institutional and individual shareholder, and the legal representative of the organization authorized to attend the meeting.

c. In other cases, the power of attorney must be signed by both the legal representative of the shareholder and the person authorized to attend the meeting.

Authorized representatives attending the General Shareholders' Meeting must submit the authorization document when registering to attend the meeting before entering the meeting room.

3. In cases where a lawyer signs a letter appointing a representative on behalf of an authorized person, the appointment of a representative is only considered valid if that letter is presented along with the power of attorney for the lawyer (if it was not previously registered with the Company).

4. Except as provided in Clause 3 of this Article, the voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

- a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b. The principal has revoked the designation of authorization;
- c. The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Điều 17. Change permissions

1. Changes or cancellations of special rights associated with a class of preferred shares are effective when approved by shareholders holding at least 65% of the common shares present at a meeting, and simultaneously approved by shareholders holding at least 65% of ⁷the voting rights of the aforementioned class of preferred shares. A meeting of shareholders holding a class of preferred shares to approve the change of the aforementioned rights is only valid if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within thirty (30) days thereafter, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the aforementioned preferred stock shareholder meetings, those holding such shares, either in person or through a representative, may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

2. The procedures for conducting such separate meetings are carried out in accordance with the provisions of Điều 19 and Điều 21 of these Regulations.

3. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets remain unchanged when the Company issues additional shares of the same class.

⁷ Model regulations

Điều 18. Meeting convening, meeting agenda , and notice of the General Shareholders' Meeting.

1. The Board of Directors convenes a General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the circumstances stipulated in point bor point cof Clause 4, Article 14 of these Charters.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days ⁸before the date of sending the notice of invitation to the General Meeting of Shareholders;

b. Prepare the program and content for the congress;

c. Prepare documents for the conference;

d. Draft resolution of the General Shareholders' Meeting according to the agenda of the meeting;

e. Determine the time and location for holding the congress;

f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other tasks related to the congress.

3. The notice of the General Meeting of Shareholders is sent to all shareholders by registered mail, and simultaneously published on the Company's website and the State Securities Commission and the Stock Exchange. The person convening the General Meeting of Shareholders must send the notice of meeting to all shareholders in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) ⁹One day before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, postage paid, or placed in the mailbox). The agenda of the General Meeting of Shareholders, and documents related to the matters to be voted on at the meeting, are sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

a. Meeting agenda, documents to be used in the meeting;

b. List and details of candidates in the event of electing members of the Board of Directors or Supervisory Board;

c. Voting slip;

d. Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the shareholder's full name, contact address, individual legal document number; name, enterprise code or legal document number of the organization, head office address; the number and type of shares held by that shareholder, and the content of the proposal to be included in the agenda.

⁸ New Enterprise Law, Article 141.1

⁹ New Enterprise Law, Article 143.1

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

- a. The petition was submitted late, or it was incomplete or contained incorrect information;
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5 shares as stipulated in Clause 3 Article 12 of these Charters;
- c. The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
- d. Other cases as prescribed by law and these Regulations.

Điều 19. Conditions for holding a General Meeting of Shareholders

1. A general meeting of shareholders is held when the number of shareholders in attendance represents more than 50% ¹⁰ of the total number of voting shares.

2. If the required number of delegates is not present within thirty (30) minutes from the time of the meeting's opening, the convener shall cancel the meeting. A rescheduled General Meeting of Shareholders must be announced within thirty (30) days from the date of the first scheduled General Meeting of Shareholders. A second General Meeting of Shareholders may only be held when the number of shareholders present represents at least 33% of ¹¹ the total number of voting shares.

3. If the second meeting cannot be held due to insufficient number of delegates within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be announced within twenty (20) days from the date of the planned second meeting. In this case, the meeting shall be held regardless of the total number of valid voting rights of the attending shareholders, which shall have the right to decide on all matters intended to be approved at the first General Meeting of Shareholders.

Điều 20. Procedures for conducting meetings and voting at the General Shareholders' Meeting.

1. Before the meeting commences, the Company must conduct shareholder registration and continue this registration process until all shareholders entitled to attend the meeting have registered.

2. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the general meeting, the number of votes in favor of a resolution, the number of votes against a resolution, and the number of blank votes are counted, and the Chairman announces this immediately before the meeting adjourns. The General Meeting elects individuals responsible for counting or supervising the vote count, as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

3. Shareholders or their authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

4. The Chairman of the Board of Directors presides over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the

¹⁰ New Enterprise Law, Article 145.1

¹¹ Model regulations

Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall preside over the meeting so that the General Meeting of Shareholders can elect a presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.

In other cases, the person who signs the document convening the General Meeting of Shareholders presides over the meeting. The General Meeting of Shareholders elects the chairman of the meeting, and the person with the highest number of votes is appointed as the chairman.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

6. The chairperson of the meeting may conduct the necessary activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda, and reflecting the wishes of the majority of attending delegates.

7. The chairman of the general meeting may adjourn the meeting upon the unanimous agreement or request of the General Meeting of Shareholders, provided that the required number of delegates have been present as stipulated in Clause 8, Article 146 of the Enterprise Law.

8. The person convening the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the meeting to undergo inspections or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the aforementioned inspection or security measures, the person convening the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel that shareholder or representative from the meeting.

9. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

- a. Arrangement of seating at the Shareholders' General Meeting venue;
- b. Ensure the safety of everyone present at the meeting venues;
- c. To facilitate shareholder attendance (or continued attendance) at the general meeting, the convener of the General Meeting of Shareholders has the full right to modify the aforementioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

10. In the event that the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders, when determining the meeting location, may:

- a. The announcement states that the congress will be held at the location specified in the announcement, and the congress chairman will be present there (“Main venue of the congress”);
- b. Arrangements shall be made so that shareholders or their authorized representatives who are unable to attend the meeting under these Articles, or those who wish to participate from a location other than the main meeting venue, may simultaneously attend the meeting.

The announcement regarding the organization of the congress does not need to detail the organizational measures as stipulated in this Article.

11. Under these Articles of Association (unless circumstances require otherwise), every shareholder shall be deemed to have attended the meeting if they are present at the meeting venue.

12. When conditions permit and/or circumstances require, at the discretion of the Chairman of the Board of Directors, the Company will apply modern information technologies to enable shareholders to register, attend, and express their opinions at the General Meeting of Shareholders through online meetings, electronic voting, and/or other electronic means. In such

cases, registration, attendance, expression of opinions, voting, and vote counting will be carried out in a way that essentially achieves the purposes of the provisions of these Charters.

13. Every year, the Company holds a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders is not held in the form of taking shareholder opinions in writing.

Điều 21. Through a decision of the General Meeting of Shareholders

1. Except as provided in Clauses 2 and 3 of this Article, decisions of the General Meeting of Shareholders on the following matters shall be adopted when more than 50% ¹² of the total votes of shareholders entitled to vote, either present in person or through authorized representatives, attend the General Meeting of Shareholders:

- a. Through the annual financial report;
- b. The company's short-term and long-term development plans;
- c. Dismissal, removal, and replacement of members of the Board of Directors and Supervisory Board, and reporting on the Board of Directors' appointment of the General Director.

2. The election of members of the Board of Directors and the Supervisory Board must be carried out in accordance with the provisions of Clause 3, Article 148 of the Enterprise Law.

3. Decisions of the General Meeting of Shareholders concerning amendments and additions to the Articles of Association, the type and number of shares offered, the reorganization or dissolution of the enterprise, and transactions involving the purchase and sale of assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets as calculated in the most recent audited financial statements, shall be approved when 65% ¹³ or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders are cast.

4. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for passing the resolution were not followed as prescribed.

Điều 22. Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve any decision of the General Meeting of Shareholders when deemed necessary in the best interests of the Company. Unless the Board of Directors decides otherwise, The procedure for obtaining shareholder opinions in writing will be carried out according to the following regulations.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them at least fifteen (15) days before the deadline for receiving ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with Clause 3 Article 18 of this Charter.

3. The survey form must include the following key information:

¹² Article 148.3 of the new Enterprise Law.

¹³ Article 148.1 of the new Enterprise Law.

- a. Name, registered office address, business registration number;
 - b. Purpose of soliciting feedback;
 - c. contact address , nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an authorized representative of an organization shareholder; the number of shares of each class and the number of voting rights of the shareholder.
 - d. The issue requires consultation before a decision can be made.
 - e. The voting options include "agree," "disagree," and "no opinion" for each issue being considered.
 - f. The deadline for submitting the feedback form to the company has been set.
 - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed opinion poll form must be signed by the individual shareholder, or the legal representative of the shareholder (if an organization or individual), or the authorized legal representative of the organization.
5. Feedback forms can be sent to the Company through the following methods:
- a. By mail: Opinion forms sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before the votes are counted;
 - b. Sending by fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the vote count.

Opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions, or published before the vote count in the case of fax or email submissions, are invalid. Unreturned ballots are considered non-voting ballots.

6. The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or a shareholder who is not an Executive. The vote counting report must include the following key information:
- a. Name, registered office address, business registration number;
 - b. The purpose and issues requiring consultation before the resolution can be passed;
 - c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
 - d. The total number of votes in favor, against, and abstentions for each issue;
 - e. The issues were approved and the corresponding percentages of votes were cast in favor;
 - f. The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The vote count minutes and resolution must be sent to shareholders within fifteen (15) days from the date of the end of the vote count. If the Company has a website, sending the vote count minutes and resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of the end of the vote count.

8. The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms must all be kept at the Company's head office.

9. Resolutions adopted through written shareholder consultation must be approved by shareholders representing more than 50% of ¹⁴the total voting shares and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

Điều 23. Minutes of the Shareholders' General Meeting

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in English, and must include the following main contents:

- a. Name, registered office address, business registration number;
- b. Time and location of the Shareholders' General Meeting;
- c. Meeting agenda and content;
- d. The names of the chairperson and secretary;
- e. Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;
- f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.
- h. The issues were approved and the corresponding percentage of votes were cast in favor;
- i. Names and signatures of the chairperson and secretary.

Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting are jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

4. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work carried out at the General Meeting of Shareholders unless objections to the content of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.

5. Minutes of the General Meeting of Shareholders, appendix listing registered shareholders with shareholder signatures, proxies for attending the meeting, and related documents must be kept at the Company's head office.

Điều 24. Request to annul the decision of the General Meeting of Shareholders.

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the results of the written shareholder vote count, members of the Board of Directors, Supervisors, General Directors, shareholders or groups of shareholders

¹⁴ Article 148.4 of the new Enterprise Law.

specified in Clause 3Article 12 of this Charter have the right to request the Court to review and annul the decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings or obtaining shareholder opinions in writing and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and these Charters, except as provided in Clause 4Article 21 of these Charters.

2. The resolution's content violates the law or these Statutes.

In the event that a decision of the General Meeting of Shareholders is annulled by a court order, the person who convened the annulled General Meeting of Shareholders may consider rescheduling the meeting within 60 days in accordance with the procedures stipulated in the Enterprise Law and these Articles of Association.

VII. BOARD OF DIRECTORS

Điều 25. Nomination and candidacy for Board of Directors members.

1. In cases where candidates have been identified in advance, information relating to the Board of Directors candidates shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as members of the Board of Directors. Information relating to Board of Directors candidates that is disclosed shall include at least the following contents:

- a. Full name, date of birth (day, month, year);
- b. Educational level;
- c. Professional qualifications;
- d. Work experience;
- e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management roles;
- f. A report evaluating the candidate's contributions to the Company, in the event that the candidate is currently a member of the Company's Board of Directors;
- g. Any benefits related to the Company (if any);
- h. The full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

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

3. If the number of candidates nominated and elected to the Board of Directors is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated in the Company's Corporate Governance

Regulations. The procedure for the incumbent Board of Directors to nominate candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nominations, in accordance with the law.

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

1. The number of Board of Directors members is 07 (seven) people . The term of office of a Board of Directors member is not more than five (05) years and can be re-elected for an unlimited number of terms.

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

The total number of independent members of the Board of Directors must constitute at least one-third (1/3) of the total number of members of the Board of Directors. The minimum salary for independent members is determined by rounding down.

3. A member of the Board of Directors is no longer eligible to be a member of the Board of Directors in the following cases:

a. Not eligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or prohibited by law from being a member of the Board of Directors;

b. There is a resignation letter;

c. A person suffering from a mental disorder and another member of the Board of Directors possessing professional evidence demonstrating that the person is no longer capable of acting;

d. Not attending Board of Directors meetings for six (06) consecutive months, except in case of force majeure;

e. According to the decision of the General Meeting of Shareholders;

f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;

g. Other cases as prescribed by law and these Regulations.

4. The appointment of Board members must be disclosed in accordance with the regulations of the law on securities and the securities market.

5. Members of the Board of Directors may not necessarily be shareholders of the Company.

Điều 27. Powers and responsibilities of the Board of Directors

1. The Company's business operations and activities are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. The company's strategic decisions, medium-term development plans, and annual business plans;

b. Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. Appointing and dismissing, signing contracts with, and terminating contracts with the General Director, Chief Accountant, and other Executives, and determining their salaries;

d. Supervise and direct the General Manager and other Executives;

- e. To resolve the Company's claims against the Executive, as well as to decide on the Company's representative to handle matters related to legal proceedings concerning that Executive;
- f. Decisions regarding the company's organizational structure, the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other businesses;
- g. Propose the reorganization or dissolution of the Company;
- h. The decision to implement the Corporate Governance Regulations, after being approved by the General Meeting of Shareholders, aims to effectively protect shareholders.
- i. Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;
- j. Propose the annual dividend rate; decide on the timing and procedures for dividend payment;
- k. Propose the types of shares to be issued and the total number of shares to be issued for each type;
- l. Proposal for the issuance of convertible bonds and bonds with warrants;
- m. Determining the offering price of shares and bonds in cases where authorized by the General Meeting of Shareholders;
- n. Present the audited annual financial statements and the company's governance report to the General Meeting of Shareholders;
- o. Report to the General Shareholders' Meeting regarding the Board of Directors' appointment of the General Director;
- p. To decide on other matters within the CEO's authority that the Board of Directors deems appropriate;
- q. Other rights and obligations (if any).
- 3. The following matters require approval from the Board of Directors:
 - a. Establish branches or representative offices of the Company;
 - b. Establish subsidiaries of the Company;
 - c. Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and except for cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law which require approval by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;
 - d. Appointing and dismissing persons authorized by the Company to act as the Company's commercial representatives and legal counsel;
 - e. The Company's borrowing and its fulfillment of mortgages, guarantees, collateral, and claims;
 - f. Investments not included in the business plan and budget exceeding 5 (five) billion Vietnamese Dong or investments exceeding 10% of the annual business plan and budget value;
 - g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
 - h. The valuation of assets contributed to the Company in non-monetary form during the issuance of shares or bonds includes gold, land use rights, intellectual property rights, technology, and technological know-how;

- i. The repurchase or redemption shall not exceed 10% of the total number of shares of each class offered for sale within twelve (12) months;
- j. Deciding on the price for repurchasing or redeeming shares of the Company;
- k. Business matters or transactions decided by the Board require approval within the scope of its authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the Board's oversight of the General Director and other Executives during the fiscal year. If the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be deemed invalid and not approved by the Board of Directors.

5. Unless otherwise provided by law and the Articles of Association, the Board of Directors may authorize the Chairman of the Board, the General Director, or other Executives to represent and conduct business on behalf of the Company.

Điều 28. Remuneration, salaries, and other benefits of Board members

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to an agreement within the Board of Directors, or equally if no agreement is reached.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, associates, and other companies in which the Board member represents a capital contribution, must be disclosed in detail in the Company's Annual Report. The remuneration of Board members must be presented as a separate item in the Company's annual financial statements.

3. Board members holding executive positions, or board members working in subcommittees of the Board, or performing other duties which the Board deems outside the ordinary scope of a board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board.

4. Board members are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

Điều 29. Chairman of the Board

1. The General Meeting of Shareholders or the Board of Directors must select from among the members of the Board of Directors to elect the Chairman.

2. The Chairman of the Board of Directors is responsible for preparing the agenda and documents, convening and presiding over meetings of the Board of Directors; presiding over meetings of the General Meeting of Shareholders; and also has other rights and obligations as stipulated in the Enterprise Law and these Charters.

3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.

4. The Chairman of the Board of Directors has the rights and obligations stipulated in this Charter, the Governance Regulations, or as decided or authorized by the Board of Directors.

5. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

Điều 30. Board of Directors meeting

1. In the event that the Board of Directors elects the Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to choose one (01) person among them to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least three (03)¹⁵ working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must hold at least one (01) meeting every quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a justifiable reason, when one of the following parties submits a written request stating the purpose of the meeting and the issues to be discussed:

- a. Supervisory Board;
- b. General Director or at least five (05) other Executives;
- c. Independent members of the Board of Directors; and
- d. At least two (02) members of the Board of Directors.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request mentioned in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the persons requesting the meeting as mentioned in Clause 3 of Article 30 have the right to convene a meeting of the Board of Directors.

5. If an independent auditing firm is required to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Board meetings are held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

7. The notice of the Board of Directors meeting must be sent to the members of the Board of Directors and the Supervisors at least three (03)¹⁶ working days before the meeting date. A member of the Board of Directors may refuse the notice of the meeting in writing; such refusal may be changed or revoked in writing by that member of the Board of Directors. The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully inform the time, place of the meeting, agenda, content of the issues to be discussed, along with necessary documents on the issues to be discussed and voted on at the meeting and the members' voting ballots.

¹⁵ New Enterprise Law, Article 157.6.

¹⁶ New Enterprise Law, Article 157.6.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Auditors registered with the Company.

8. Board meetings are conducted when at least three-quarters (3/4) of the total number of Board members are present, either in person or through a representative (authorized person) if approved by a majority of the Board members.

If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members are present.

9. Board meetings may be held in the form of online conferences among board members when all or some members are located in different places, provided that each participating member is able to:

- a. Listen to each of the other Board members who are participating in the meeting speak;
- b. Speaking to all other attending members simultaneously. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be “present” at that meeting. The meeting location as prescribed by this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all Board members present at the meeting in the minutes.

10. Board members may send ballots to the meeting via mail, fax, or email. In the case of sending ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots may only be opened in the presence of all attendees.

11. Voting

a. Except as provided in point b, clause 11, Article 30, each member of the Board of Directors or authorized person as provided in clause 8 of this Article who is present in person at the Board of Directors meeting has one (01) voting right;

b. Board members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;

c. According to point d, clause 11, Article 30, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 5, Article 40 of these Charters shall be deemed to have a substantial interest in that contract;

e. Auditors have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

12. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who is aware of their own interest, is responsible for disclosing this interest at the first Board meeting discussing the

conclusion of such contract or transaction. If a Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

13. The Board of Directors makes decisions and passes resolutions based on a majority vote of the Board members present at the meeting. In the event of a tie vote, the vote of the Chairman of the Board of Directors is the deciding vote.

14. Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and validity as resolutions adopted at the meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.

Điều 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policy, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but should have at least three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of the members attending and voting at the subcommittee meeting are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of individuals holding membership in subcommittees of the Board of Directors must comply with applicable laws and regulations and the provisions of this Charter.

Điều 32. The person in charge of corporate governance.

1. The Board of Directors shall appoint at least one (01) person as the Head of Corporate Governance to support the effective conduct of corporate governance. The term of office of the Head of Corporate Governance shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The person in charge of corporate governance must meet the following standards:

- a. Having knowledge of the law;
- b. You are not allowed to simultaneously work for the independent auditing firm that is auditing the Company's financial statements;
- c. Other standards as prescribed by law, these Charters, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Chief Corporate Officer when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may appoint an Assistant Chief Corporate Officer from time to time.

4. The person in charge of corporate governance has the following rights and responsibilities:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
- b. Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;
- c. Providing advice on meeting procedures;
- d. Attend meetings;
- e. Providing advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities.
- h. Information security shall be maintained in accordance with the law and these Regulations;
- i. Other rights and obligations as prescribed by law and these Statutes.

VIII. CEO AND OTHER EXECUTIVES

Điều 33. Organizational structure

The Company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company's executive board consists of the General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors in accordance with these Charters. The appointment, dismissal, or removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors or the Chairman of the Board of Directors.

Điều 34. Business executives

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit additional Executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These Executives must diligently support the Company in achieving its operational and organizational objectives.

2. The remuneration, salary, benefits, and other terms of the employment contract for the CEO are determined by the Board of Directors, and the contracts for other executives are determined by the Board of Directors after consultation with the CEO.

Điều 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints one (01) member of the Board of Directors or another person as General Director; signs a contract which stipulates the remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Statement and included in the Company's Annual Report.

2. The term of office of the General Director is three (03) years¹⁷ and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and this Charter.

¹⁷ Revise to comply with the Governance Regulations.

3. The General Director has the following rights and responsibilities:
 - a. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, and the business plan and investment plan of the Company that have been approved or decided by the General Meeting of Shareholders or the Board of Directors;
 - b. T, on behalf of the Company, concludes financial and commercial contracts, organizes and manages the Company's day-to-day business operations in accordance with best management practices unless the Board of Directors decides otherwise ;
 - c. To propose to the Board of Directors a plan for the company's organizational structure and internal management regulations;
 - d. Propose measures to improve the company's operations and management;
 - e. Propose the number and type of executives the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for executives for the Board of Directors to decide;
 - f. Consult with the Board of Directors to determine the number of employees, their appointments, dismissals, salaries, allowances, benefits, and other terms related to their employment contracts;
 - g. On November 15th of each year, submit to the Board of Directors for approval the detailed business plan for the following fiscal year on the basis of meeting the requirements of the relevant budget as well as the five-year financial plan;
 - h. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations;
 - i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors or the Chairman of the Board of Directors, and employment contracts signed with the Company.
4. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and responsibilities and must report to these levels when requested.
5. The Board of Directors may dismiss the CEO for any reason when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new CEO to replace him.

IX. SUPERVISORY BOARD

Điều 36. Nomination and candidacy for the Supervisory Board

1. The nomination and candidacy of Supervisors shall be conducted in accordance with the provisions of Clause 1 and Article 25 of these Regulations.
2. If the number of candidates for the Supervisory Board nominated through application is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated in this Charter and the Corporate Governance Regulations. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

Điều 37. Controller

1. The Company has three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. The auditor must meet the standards and conditions stipulated in Clause 1, Article 169 of the Enterprise Law and these Charters, and must not fall under the following cases:

- a. Working in the accounting and finance department of the company;
- b. Being a member or employee of an independent auditing firm that audited the Company's financial statements for the three (03) consecutive years prior to that.

3. The Supervisors elect one (01) person among themselves as the Head of the Supervisory Board by majority principle. The Head of the Supervisory Board must be a professional auditor or accountant and must work full-time at the Company. The Head of the Supervisory Board has the following rights and responsibilities:

- a. Convene a meeting of the Supervisory Board;
- b. Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

4. The supervisor is dismissed in the following circumstances:

- a. No longer meets the qualifications and conditions to be a Supervisor as stipulated in the Enterprise Law;
 - b. Failure to exercise one's rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. A resignation letter was submitted and accepted;
 - d. Other cases as prescribed by law and these Regulations.
5. Supervisors are dismissed in the following circumstances:
- a. Failure to complete assigned tasks or duties;
 - b. Serious or repeated violations of the Supervisory Board's obligations as stipulated in the Enterprise Law and these Charters;
 - c. According to the decision of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and these Regulations.

Điều 38. Supervisory Board

1. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- a. Propose and recommend that the General Meeting of Shareholders approve the appointment of an independent auditing firm to audit the Company's financial statements;
- b. Accountable to shareholders for their supervisory activities;
- c. Monitoring the company's financial situation, the legality of the activities of board members, the General Director, and other managers, and the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and shareholders;
- d. In case of detecting any violation of the law or violation of this Charter by a member of the Board of Directors, the General Director and other Executives, a written notification must be sent to the Board of Directors within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences;

- e. Reporting to the General Meeting of Shareholders as required by the Enterprise Law.
 - f. Other rights and obligations as prescribed by law and these Statutes.
2. Members of the Board of Directors, the General Director, and other executives must provide complete, accurate, and timely information and documents on the management, operation, and activities of the Company as requested by the Supervisory Board. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are provided to the Supervisors at the same time and in the same manner as to shareholders and members of the Board of Directors.
3. The Supervisory Board may issue regulations on the meetings of the Supervisory Board and the way the Supervisory Board operates. The Supervisory Board must meet at least two (02) times a year and the meeting shall be held when at least two-thirds (2/3) of the Supervisors are present.
4. The remuneration, salary, and other benefits of the Supervisory Board are determined by the General Meeting of Shareholders. Supervisory Board members are reimbursed for reasonable expenses for accommodation, travel, and other incidental costs incurred when attending Supervisory Board meetings or performing other Supervisory Board activities.

X. RESPONSIBILITIES OF BOARD MEMBERS , AUDITORS, GENERAL MANAGER, AND OTHER EXECUTIVES

Điều 39. Careful responsibility

Members of the Board of Directors, Supervisors, the General Manager, and other Executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

Điều 40. The responsibility to be honest and avoid conflicts of interest.

1. Members of the Board of Directors, Supervisors, General Director, and other executives must disclose relevant interests as prescribed in Article 164 of the Enterprise Law and other legal regulations.
2. Members of the Board of Directors, Supervisors, the General Director, and other executives are not permitted to use business opportunities that could benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, Supervisors, the General Director, and other Executives are obligated to inform the Board of Directors of all potential conflicts of interest with the Company's interests that they may obtain through other economic entities, transactions, or individuals.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, Supervisory Board, General Director, other executives, and individuals or organizations related to the aforementioned members, or legal entities in which these individuals have financial interests, except when the Company and the organization related to such member are companies within the same group or companies operating as a group of companies, including parent-subsidiary companies, economic conglomerates, and specialized laws provide otherwise.
5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisory Board, General Director, other Executives and individuals or organizations related to them, or companies, partners, associations, or organizations of which the

members of the Board of Directors, Supervisory Board, General Director, other Executives or those related to them are members or have a financial interest shall not be invalidated in the following circumstances:

a. For contracts with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board members, Supervisors, General Manager, and other Executives, have been reported to the Board. Simultaneously, the Board has authorized the execution of such contract or transaction in good faith by a majority vote of Board members with no vested interest; or

b. For contracts with a value exceeding 35% of the total value of assets recorded in the most recent financial statement, the significant contents of such contract or transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board, General Director, and other Executives, have been disclosed to non-interested shareholders who have voting rights on the matter, and those shareholders have approved the contract or transaction; or

c. The contract or transaction was deemed fair and reasonable in all respects relating to the Company's shareholders at the time it was approved by the Board of Directors or the General Meeting of Shareholders by an independent advisory organization.

Members of the Board of Directors, Supervisory Board, General Director, other executives, and organizations and individuals related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Company to conduct related transactions.

Điều 41. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, General Managers, and other Executives who breach their duties and responsibilities of integrity and diligence, or fail to perform their duties with conscientiousness and professional competence, shall be held liable for damages caused by their misconduct.

2. The Company shall indemnify persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such persons have been or are members of the Board of Directors, Supervisory Board, General Director, other Executives, employees, or authorized representatives of the Company, or if such persons have acted or are acting at the request of the Company as members of the Board of Directors, Executives, employees, or authorized representatives of the Company, provided that such persons have acted in good faith, with due diligence, and in the best interests of the Company, in compliance with the law, and there is no evidence to confirm that such persons have violated their responsibilities.

3. When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, Supervisors, Executives, employees, or authorized representatives of the Company are entitled to compensation from the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a. Acted honestly, carefully, and diligently in the best interests of the Company and in no way conflicting with those interests;

b. Complying with the law and without evidence confirming failure to fulfill responsibilities.

4. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or deemed reasonable in resolving these cases within the framework of the law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT COMPANY RECORDS AND ACCOUNTING

Điều 42. The right to investigate books and records.

1. Shareholders or groups of shareholders mentioned in Clause 2 Article 25 of these Charters have the right, directly or through an authorized representative, to submit a written request to examine the list of shareholders, the minutes of the General Meeting of Shareholders, and to obtain copies or extracts of these documents during working hours and at the Company's head office. The request for examination by an authorized representative of the shareholder must be accompanied by the power of attorney from the shareholder that the representative is acting on or a notarized copy of that power of attorney.

2. Members of the Board of Directors, Supervisors, the General Manager, and other Executives have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

4. These regulations must be published on the Company's website.

XII. EMPLOYEES AND WORKERS GROUP

Điều 43. Workers and trade unions

1. The CEO must develop a plan for the Board of Directors to approve matters relating to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives.

2. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

XIII. FERTILIZER PROFIT SHARING

Điều 44. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.

2. To the extent permitted by law, the Board of Directors may decide to pay interim dividends if it deems such payment consistent with the Company's profitability.

3. The company does not pay interest on dividend payments or payments related to a particular stock.

4. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

5. In the event that dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder

does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository Center.

6. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

7. Other matters related to profit distribution are handled in accordance with the law.

XIV. BANK ACCOUNTS, RESERVE FUNDS , FISCAL YEAR AND ACCOUNTING SYSTEM

Điều 45. Bank account

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open overseas bank accounts in accordance with the law.

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

Điều 46. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December. The first fiscal year begins on the date of incorporation and ends on the 31st day of December immediately following the date of incorporation.

Điều 47. Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), a corporate accounting system, or another specific accounting system issued by a competent authority and approved by the Ministry of Finance.

2. The company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

XV. ANNUAL REPORTS , FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

Điều 48. Annual, six-month, and quarterly financial reports

1. The company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, and these statements must be audited as stipulated in Điều 50 of these Charters. Within 120 days from the end of each fiscal year, the company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange, and the Business Registration Authority.

2. Annual financial statements must include a statement of income reflecting, in a true and objective manner, the Company's profit/loss for the financial year; a statement of financial position reflecting, in a true and objective manner, the Company's operating position up to the date of the report; a statement of cash flows; and notes to the financial statements.

3. The company must prepare and publish audited six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Enterprise Law.

4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly financial statements during business hours at the Company's head office, provided they pay a reasonable fee for the copying service.

Điều 49. Annual Report

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

XVI. COMPANY AUDIT

Điều 50. Check maths

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year, based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm shall examine, verify, prepare an audit report and submit that report to the Board of Directors within two (02) months from the end of the financial year.

3. A copy of the audit report is attached to the Company's annual financial statements.

4. The independent auditor conducting the audit of the Company is permitted to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. CHILD SIGN

Điều 51. Stamp

1. The Board of Directors decides to approve the official seal of the Company, and the seal shall be engraved in accordance with the law and these Articles of Association.

2. The Board of Directors, the Chairman of the Board of Directors, and the General Director shall use and manage the seal in accordance with current laws and regulations.

XVIII. CLOSING OPERATIONS AND LIQUIDATING

Điều 52. Cease operations

1. A company may be dissolved in the following circumstances:

a. The company's operating period has ended, including any extensions that may have been granted;

b. Dissolved before the scheduled date by decision of the General Meeting of Shareholders;

c. The business registration certificate has been revoked.

d. Other cases as prescribed by law.

2. The premature dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

Điều 53. Extend the operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating term so that shareholders can vote on the extension of the Company's operating term as proposed by the Board of Directors.

2. The operating period will be extended if 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders approve it.

Điều 54. Liquidation

1. At least six (06) months before the end of the Company's operating term or after the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company in priority before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:

- a. Liquidation costs;
- b. Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c. Tax debt;
- d. Other liabilities of the Company;
- e. The remaining amount after all debts from items (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

XIX. DISPUTE RESOLUTION INTERNAL AGREEMENT

Điều 55. Internal dispute resolution

1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, other legal regulations, this Charter, and the provisions between:

- a. Shareholders and the Company;
- b. Shareholders, along with the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requires each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of

Directors or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may bring the dispute to Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Điều 56. Company charter

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

XXI. DATE FORCE

Điều 57. Effective date

1. This Charter, comprising 21 chapters and 57 articles, was unanimously approved by the General Meeting of Shareholders of Sa Giang Import Export Corporation on April 18, 2026, at the Company's registered office, and the full text of this Charter was also accepted as effective. This Charter replaces all the contents of the Charter approved on May 11, 2023.

2. The regulations are made in ten (10) copies, all of which are of equal value.

3. These bylaws are the sole and official document of the Company.

4. Copies or extracts of these Articles of Association are valid when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Full name and signature of the legal representative of the Company Sa Giang Import Export Corporation.

Mr. Nguyen Van Kiem - Chairman of the Board of Directors

