



**English Translation**

# **ARTICLES OF ASSOCIATION**

## **LONG AN FOOD PROCESSING EXPORT JOINT STOCK COMPANY**

*Long An Ward, April 21, 2026*

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## PREAMBLE

These Articles have been amended and adopted at the Annual General Meeting of Shareholders of the Company held on April 21, 2026.

### I. DEFINITIONS OF TERMS IN THESE ARTICLES

#### Article 1. Interpretation of Terms

1. In these Articles, the following terms shall be construed as follows:

a. **“Company”** means *Long An Food Processing Export Joint Stock Company*;

b. **“Articles”** means the Articles of Association of *Long An Food Processing Export Joint Stock Company*;

c. **“Charter Capital”** means the total par value of shares that have been sold or registered for subscription by shareholders through the purchase of shares and as stipulated in Article 6 of these Articles;

d. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

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

f. **“Date of Establishment”** means the date on which the Company was first issued its Enterprise Registration Certificate;

g. **“Shareholder”** means an individual or legal entity whose name is recorded in the Shareholder Register of the Company as the owner of at least one issued share of the Company;

h. **“Share Certificate”** means a certificate evidencing ownership of shares issued by the Company;

i. **“Executive Officers”** means the General Director, Deputy General Directors and Chief Accountant;

j. **“Related Person”** means an individual or organization as defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities;

k. **“Authorized Representative”** means an individual authorized in writing by a shareholder to exercise his/her rights in the Company in accordance with the Law on Enterprises and these Articles;

l. **“Independent Member of the Board of Directors”** means a member of the Board of Directors as defined in Article 155.2 of the Law on Enterprises;

m. **“Audit Committee”** means a body under the Board of Directors performing internal audit functions;

n. **“Vietnam”** means the Socialist Republic of Vietnam;

2. References in these Articles to any provisions or documents shall include any amendments or replacements thereof.

3. Headings (chapters and articles of these Articles) are used for convenience only and shall not affect the interpretation of these Articles

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

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

1. Company Name

- Vietnamese name: **CÔNG TY CỔ PHẦN CHẾ BIẾN HÀNG XUẤT KHẨU LONG AN**
- English name: **LONG AN FOOD PROCESSING EXPORT JOINT STOCK COMPANY**
- Trading name **LAFOOCO**
- Abbreviation: **LAFOOCO**

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

3. Head Office:

- Address: 81B National Road 62, Long An Ward, Tay Ninh Province, Vietnam
- Telephone : (84 272) 3821501 – 3829255 – 3823900
- Fax : (84 272) 3826735 – 3821936 – 3826060
- E-mail : [info@lafooco.vn](mailto:info@lafooco.vn)
- Website : [www.lafooco.vn](http://www.lafooco.vn)

4. The Company may establish branches and representative offices within its business locations to achieve its operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless terminated prior to the term in accordance with Clause 2 Article 51 of these Articles, the term of operation of the Company shall commence from the Date of Establishment and shall be indefinite

**Article 3. Legal Representative of the Company**

1. The **General Director** shall be the legal representative of the Company.

2. Responsibilities of the Legal Representative:

a. Exercise the assigned rights and obligations honestly, prudently and to the best of his/her ability in order to ensure the lawful interests of the Company;

b. Be loyal to the interests of the Company; not use information, know-how, business opportunities of the Company; not abuse position, title or use the Company's assets for personal gain or for the benefit of other organizations or individuals;

c. Promptly, fully and accurately notify the Company of enterprises in which such representative and his/her related persons own or hold controlling shares or capital contributions.

The legal representative shall bear personal responsibility for damages to the Company arising from violations of the obligations mentioned above.

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

**AND OPERATIONS OF THE  
COMPANY**

**Article 4. Objectives of the Company**

**1. Business lines of the Company are::**

<b>No.</b>	<b>Business line</b>	<b>Code</b>
1	Processing and preserving of fishery products and products thereof Details: Production, processing, trading, import and export, and services in agricultural and fishery products <i>(excluding the exercise of export, import and distribution rights for goods on the list prohibited to foreign investors and foreign-invested economic organizations, including: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar)</i>	1020
2	Processing and preserving of vegetables and fruits Details: Production, processing, trading, import and export, and services in agricultural and fishery products <i>(excluding the exercise of export, import and distribution rights for goods on the list prohibited to foreign investors and foreign-invested economic organizations, including: tobacco and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar)</i>	1030 (main)

**2. Objectives of the Company:**

To continuously develop production, trading and service activities in the field of agricultural and fishery product processing and food export in order to maximize the Company's profits; improve working conditions; enhance income and living standards of employees; continuously increase benefits for shareholders; actively contribute to community development; and fulfill obligations to the State budget

**Article 5. Business Scope and Operations**

1. The Company is entitled to plan and conduct all business activities in accordance with its registered business lines as published on the National Enterprise Registration Portal and these Articles, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

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

## IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

### Article 6. Charter Capital, Shares and Founding Shareholders

1. The Charter Capital of the Company is: VND 152,280,190,000 (In words: One hundred fifty-two billion, two hundred eighty million, one hundred ninety thousand Vietnamese Dong).

2. The total Charter Capital is divided into **15,228,019 shares** with a par value of **VND 10,000 per share**. In case of any change in Charter Capital in accordance with a resolution of the General Meeting of Shareholders, this provision shall be automatically amended accordingly.

3. The Company may amend these Articles upon approval of the General Meeting of Shareholders and in compliance with applicable laws.

4. All shares of the Company at the time of adoption of these Articles are **ordinary shares**. Rights and obligations attached to each type of shares are stipulated in Article 12 and Article 123 of these Articles.

5. The Company may issue other classes of **preference shares** upon approval of the General Meeting of Shareholders and in compliance with applicable laws.

6. Ordinary shares must be offered first to existing shareholders in proportion to their shareholding ratio, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other persons under conditions and methods it deems appropriate, but not under more favorable terms than those offered to existing shareholders, except where shares are sold through the Stock Exchange by auction.

7. The Company may repurchase its own issued shares in accordance with these Articles and applicable laws.

8. The Company may issue other securities upon approval of the General Meeting of Shareholders and in compliance with applicable laws.

9. The maximum foreign ownership ratio in the Company is **50%**.

### Article 7. Share Certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number and type of shares they own.

2. A share certificate is a certificate issued by the Company, book-entry or electronic data confirming ownership of one or more shares of the Company. Share certificates must contain all required contents as stipulated in Clause 1 Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of submission of complete documents for transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or another period as specified in the issuance terms) from the date of full payment for subscribed shares, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay printing costs of share certificates.

4. In case a share certificate is lost, damaged or destroyed, the shareholder shall be re-issued a new share certificate upon request. Such request must include:

a. Information about the lost, damaged or destroyed share certificate;

- b. A commitment to bear responsibility for any disputes arising from the re-issuance;
- c. Payment of all related costs to the Company.

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

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

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

1. All shares are freely transferable except as otherwise provided in these Articles and applicable laws. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the stock market.

2. Shares that have not been fully paid shall not be transferred and shall not enjoy related rights such as dividend entitlement, bonus shares, subscription rights and other rights as prescribed by law.

#### **Article 10. Redemption of Shares**

1. In case a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall notify and has the right to request such shareholder to pay the outstanding amount together with interest and any costs arising from such failure.

2. The notice shall clearly state a new payment deadline (at least seven (07) days from the date of notice), payment location, and that failure to comply will result in forfeiture of unpaid shares.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid if the shareholder fails to comply with the notice.

4. Forfeited shares shall be deemed shares authorized for offering under Clause 3 Article 111 of the Law on Enterprises. The Board of Directors may sell or reallocate such shares under conditions it deems appropriate.

5. The shareholder whose shares are forfeited shall lose shareholder status for those shares but remains liable for payment obligations and financial liabilities corresponding to the par value of the subscribed shares at the time of forfeiture, including interest not exceeding 9% per annum as determined by the Board of Directors.

6. Notice of forfeiture shall be sent to the shareholder prior to forfeiture. The forfeiture remains valid even if there are errors or omissions in sending such notice.

### **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**

#### **Article 11. Organizational Structure, Management and Control**

The organizational structure, management and control of the Company shall include:

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

## VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

### Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and type of shares they own. Shareholders shall only be liable for debts and other property obligations of the Company within the amount of capital contributed to the Company.

2. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly, through authorized representatives, or by remote voting in accordance with the Company's regulations;

b. To be treated equally; to access full periodic and extraordinary information; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

c. To receive dividends at the rate decided by the General Meeting of Shareholders;

d. To freely transfer fully paid shares in accordance with these Articles and applicable laws;

e. To have priority in subscribing for new shares in proportion to their shareholding ratio;

f. To examine, search and extract information relating to shareholders and request correction of inaccurate information;

g. To access information on the list of shareholders entitled to attend the General Meeting of Shareholders;

h. To examine, search, extract or copy the Articles, minutes of meetings and resolutions of the General Meeting of Shareholders;

i. In case of dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their shareholding ratio after the Company has fulfilled all debts and obligations;

j. To request the Company to repurchase their shares in cases stipulated in Clause 1 Article 132 of the Law on Enterprises;

k. Other rights as prescribed by law and these Articles.

3. Shareholders or groups of shareholders holding 5% or more of total ordinary shares shall have the following rights:

a. To nominate candidates to the Board of Directors in accordance with Article 25 of these Articles;

b. To request inclusion of matters in the agenda of the General Meeting of Shareholders;

c. To examine, search and extract minutes and resolutions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory/Audit bodies, contracts and transactions subject to Board approval, except confidential information;

d. To request convening of the General Meeting of Shareholders in accordance with the Law on Enterprises;

- e. To request the Audit Committee to examine specific matters relating to management and operations of the Company when deemed necessary, provided such request is made in writing and includes required shareholder information and purpose;
- f. Other rights as provided in these Articles.

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

Shareholders shall have the following obligations:

- 1. To comply with the Articles and internal regulations of the Company;
- 2. To comply with resolutions of the General Meeting of Shareholders and the Board of Directors;
- 3. To fully and timely pay for subscribed shares;
- 4. Not to withdraw contributed capital in any form except where shares are repurchased by the Company or others in accordance with law;
- 5. To provide accurate contact information when registering share subscription;
- 6. To maintain confidentiality of information provided by the Company and use such information only for legitimate purposes; not to disclose or distribute such information;
- 7. To fulfill other obligations in accordance with law and these Articles;
- 8. To bear personal responsibility when acting in the name of the Company in the following cases:
  - a. Violating the law;
  - b. Conducting business or transactions for personal benefit or for others;
  - c. Paying debts not yet due when financial risks may arise for the Company.

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

1. The General Meeting of Shareholders is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once every year. The General Meeting of Shareholders must be convened within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the financial year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate location within the territory of Vietnam. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and these Articles, particularly to approve the annual financial statements and the plan for the following financial year. In case the audit report on the annual financial statements contains material qualifications, the Company may invite representatives of the independent auditing firm to attend the annual General Meeting of Shareholders to clarify relevant matters.

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

- a. When it deems necessary for the interests of the Company;
- b. When the number of remaining members of the Board of Directors is fewer than the minimum number as prescribed by law;

c. At the request of shareholders or a group of shareholders as stipulated in Clause 3 Article 12 of these Articles. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing full signatures of relevant shareholders or compiled documents containing sufficient signatures. The request must include information as prescribed in Clause 4 Article 115 of the Law on Enterprises;

d. Other cases as prescribed by law and these Articles.

#### 4. Convening of Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors falls as prescribed in Point c, Clause 3 of this Article, or from the date of receipt of a request as prescribed in Point d, Clause 3 of this Article.;

b. If the Board of Directors fails to convene the meeting as required: Shareholders or a group of shareholders as stipulated in Clause 3 Article 12 of these Articles shall have the right to represent the Company to convene the General Meeting of Shareholders in accordance with Article 140 of the Law on Enterprises.

In such case, such shareholders or group of shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses shall not include costs incurred by shareholders for attending the meeting, including travel and accommodation expenses.

### **Article 15. Rights and Duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders has the right to discuss and approve the following matters:

- a. Audited annual financial statements;
- b. Report of the Board of Directors;
- c. Report on the performance of Independent Members of the Board of Directors within the Audit Committee;
- d. Short-term and long-term development plans of the Company.

2. The annual and extraordinary General Meeting of Shareholders shall decide on the following matters:

- a. Approval of annual financial statements;
- b. Dividend level to be paid annually for each class of shares in accordance with the Law on Enterprises and the rights attached to such shares. Such dividend level shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
- c. Number of members of the Board of Directors;
- d. Selection of an independent auditing company;
- e. Election, dismissal and removal of members of the Board of Directors;

f. Total remuneration of members of the Board of Directors and report on remuneration of the Board of Directors;

g. Amendment and supplementation of the Articles of Association;

h. Types of shares and total number of shares to be issued for each class of shares;

i. Division, separation, consolidation, merger or conversion of the Company;

j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

k. Examination and handling of violations committed by the Board of Directors causing damage to the Company and its shareholders;

l. Decision on investment projects or transactions involving sale of assets with a value of thirty-five percent (35%) or more of the total assets of the Company as recorded in the most recent audited financial statements;

m. Decision on repurchase of more than ten percent (10%) of the total issued shares of each class;

n. Approval of contracts and transactions between the Company and the persons specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements; approval of loan, lending or asset sale transactions exceeding ten percent (10%) of the total assets of the Company between the Company and shareholders holding fifty-one percent (51%) or more of the total voting shares or their related persons. In such cases, shareholders having related interests shall not have the right to vote;

o. Approval of transactions as prescribed in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of certain provisions of the Law on Securities;

p. Approval of internal regulations on corporate governance and regulations on organization and operation of the Board of Directors;

q. Approval of the list of independent auditing companies; decision on the independent auditing company to audit the Company's operations; dismissal of independent auditors when necessary;

r. Other matters as prescribed by law and these Articles

3. Shareholders shall not have the right to vote in the following cases:

a. Approval of contracts as specified in Clause 2 of this Article where such shareholder or its related person is a party to such contract;

b. Repurchase of shares of such shareholder or its related person, except where such repurchase is conducted proportionally for all shareholders or conducted through matching orders on the Stock Exchange or public tender offer in accordance with law.

4. All resolutions and matters included in the agenda of the meeting must be discussed and voted on at the General Meeting of Shareholders..

## **Article 16. Authorized Representation**

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize individuals or organizations to attend on their behalf. In case there is more than one authorized representative, the shareholder must specify the number of shares and corresponding voting rights authorized to each representative. A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the cases prescribed in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization of individuals or organizations to attend the General Meeting of Shareholders must be made in writing and must bear signatures as follows:

a. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing. The authorization letter shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized person, the number of shares authorized, the contents, scope and duration of authorization. The authorized person must present the authorization letter upon registration for attendance before entering the meeting;

b. In case the shareholder is an organization, the authorization letter must bear the signature of the legal representative of such organization and the individual authorized to attend the meeting, and must be affixed with the valid seal of the organization;

c. In other cases, the authorization letter must bear the signature of the legal representative of the shareholder and the authorized person attending the meeting.

The authorized person attending the General Meeting of Shareholders must submit the authorization letter upon registration before entering the meeting room

3. In case a lawyer signs the appointment of a representative on behalf of the authorizing party, such appointment shall only be valid if it is presented together with the authorization letter granted to the lawyer (unless previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the authorized representative within the scope of authorization shall remain valid in the following cases:

a. The authorizing person has died, has limited legal capacity, or has lost civil act capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the authorized person.

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

## **Article 17. Changes of Rights**

1. Any amendment or cancellation of special rights attached to a class of preference shares shall only be valid when approved by shareholders holding at least

sixty-five percent (65%) of the total ordinary shares attending the meeting and simultaneously approved by shareholders holding at least sixty-five percent (65%) of the voting rights of such class of preference shares. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of shareholders holding preference shares shall only be passed if it is approved by shareholders holding at least seventy-five percent (75%) of the total preference shares of that class attending the meeting or by shareholders holding at least seventy-five percent (75%) of the total preference shares of that class in the case of obtaining written opinions. The organization of a meeting of shareholders holding a class of preference shares to approve such changes shall only be valid when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, a second meeting shall be convened within thirty (30) days thereafter, and such meeting shall be deemed valid regardless of the number of shareholders and shares represented. At such meetings, shareholders holding shares of that class present in person or through authorized representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

2. Procedures for conducting such meetings shall be similar to those specified in Article 19 and Article 21 of these Articles.

3. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights relating to profit distribution or Company assets shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene the General Meeting of Shareholders or the meeting shall be convened in accordance with cases specified at Point b or Point c Clause 4 Article 14 of these Articles.

2. The person convening the General Meeting of Shareholders shall perform the following duties:

a. Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list shall be prepared no more than ten (10) days before the date of sending the meeting notice. The Company must disclose information on the preparation of such list at least twenty (20) days prior to the record date;

b. Prepare the agenda and contents of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders based on the proposed agenda;

e. Determine the time and venue of the meeting;

f. Notify and send meeting notices to all shareholders entitled to attend;

g. Perform other tasks necessary for the meeting

3. The meeting notice must be sent by a method ensuring delivery to the shareholders' contact addresses and must also be published on the Company's website, the State Securities Commission and the Stock Exchange. The convening person must send

the meeting notice to all shareholders entitled to attend at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is properly sent or dispatched). The agenda, documents related to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In case documents are not enclosed with the meeting notice, the notice must clearly state the link to access all meeting documents, including:

- a. Meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors;
- c. Voting ballots;
- d. Form of authorization for attending the meeting;
- e. Draft resolutions for each matter in the agenda

4. Shareholders or groups of shareholders as stipulated in Clause 3 Article 12 of these Articles have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting and must include: Name, permanent address, nationality, identification number of the shareholder (for individuals); Name, enterprise code, head office address (for organizations); Number and type of shares held; Content of the proposed matter.

5. The person convening the General Meeting of Shareholders shall have the right to refuse proposals referred to in Clause 4 of Article 18 in any of the following cases:

- a. The proposal is not submitted within the required time or does not contain sufficient or proper information;
- b. At the time of proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares;
- c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and these Articles.

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

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty percent (50%) of the total voting shares.

2. In case the first meeting does not meet the above quorum, the second meeting shall be convened within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting shares.

3. In case the second meeting does not meet the required quorum, the third meeting shall be convened within twenty (20) days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders and the number of voting shares represented. Shareholders attending the meeting after the opening of the meeting shall still be

considered valid participants and shall have the right to participate in voting immediately. The validity of resolutions passed prior to their attendance shall not be affected.

## **Article 20. Procedures for Conducting Meetings and Voting**

1. Before the opening of the meeting, the Company must conduct registration of shareholders attending the General Meeting of Shareholders and continue such registration until all shareholders entitled to attend have registered.

2. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card, which shall state the attending shareholder code, the full name of the shareholder, the full name of the authorized representative, the number of voting rights of such shareholder, the matters to be voted on at the General Meeting of Shareholders, and shall bear the Company's stamp affixed thereon..

The General Meeting shall conduct open voting on matters to be voted on in accordance with the meeting agenda. Shareholders or their authorized representatives shall vote on such matters by raising their voting cards as instructed by the Chairman of the meeting and simultaneously marking their voting cards in accordance with the guidance of the vote counting committee.

During the voting process at the meeting, the vote counting committee shall count the number of votes in favor, votes against, and votes having no opinion for each matter, consolidate the results, and report them to the Chairman of the meeting.

The vote counting results shall be announced by the vote counting committee upon completion of the vote counting process.

3. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairman of the meeting. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

4. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to register immediately and, thereafter, to participate in and vote at the General Meeting of Shareholders immediately after such registration. The Chairman of the meeting shall not be required to suspend the meeting to allow late-arriving shareholders to complete registration, and the validity of matters already voted on prior to their arrival shall remain unchanged.

5. The Chairman of the Board of Directors shall act as the Chairman of meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of them to act as Chairman of the meeting on the principle of majority. In case no person is elected, the Head of the Audit Committee shall preside over the election of the Chairman of the meeting by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall act as Chairman of the meeting..

In other cases, the person signing the decision to convene the General Meeting of Shareholders shall preside over the meeting for the purpose of electing the Chairman of

the meeting, and the person receiving the highest number of votes shall be elected as the Chairman of the meeting.

6. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated to each matter included in the meeting agenda.

7. The Chairman of the meeting may carry out such activities as are necessary to conduct the General Meeting of Shareholders in a lawful and orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.

8. The Chairman of the meeting may postpone the meeting where there is the consent of, or a request from, the General Meeting of Shareholders, provided that the required quorum of attending shareholders is present in accordance with Clause 8 Article 146 of the Law on Enterprises.

9. The person convening the General Meeting of Shareholders shall have the right to require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures. In the event that any shareholder or authorized representative fails to comply with such inspection requirements or security measures, the person convening the General Meeting of Shareholders may, after careful consideration, refuse admission to or expel such shareholder or authorized representative from the meeting.

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

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of all persons present at the meeting venue;
- c. Facilitate shareholders' attendance at, or continued attendance at, the meeting. The person convening the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. Such measures may include the issuance of admission cards or the use of other selection methods.

11. In the event that the General Meeting of Shareholders adopts the measures referred to above, the person convening the General Meeting of Shareholders, when determining the meeting venue, may:

- a. Announce that the meeting shall be conducted at the venue stated in the notice and that the Chairman of the meeting shall be present there (the "Principal Venue of the Meeting");
- b. Arrange and organize for shareholders or authorized representatives who are unable to attend at the Principal Venue of the Meeting or who wish to attend at another location to simultaneously participate in the meeting;

Announce the conduct of the meeting without being required to state in detail the organizational measures referred to in this Clause.

12. In these Articles (unless the context otherwise requires), every shareholder shall be deemed to attend the meeting at the Principal Venue of the Meeting.

13. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

14. Every year, the Company shall hold the General Meeting of Shareholders at least once. The annual General Meeting of Shareholders shall not be conducted in the form of obtaining shareholders' written opinions.

#### **Article 21. Adoption of Resolutions of the General Meeting of Shareholders**

1. Except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises, resolutions of the General Meeting of Shareholders on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all attending shareholders::

- a. Amendment of and supplementation to the Articles of Association;
- b. Types of shares and total number of shares of each type;
- c. Change of business lines and business sectors;
- d. Change of the organizational and management structure of the Company;
- e. Investment projects or transactions involving purchase, sale, pledge or mortgage of assets, or other secured transactions and guarantees conducted by the Company or its branches, having a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as stated in the most recent financial statements;
- f. Reorganization or dissolution of the Company.

2. Resolutions of the General Meeting of Shareholders on other matters falling within the authority of the General Meeting of Shareholders shall be adopted when approved by shareholders holding more than fifty percent (50%) of the total voting votes of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the order and procedures for adoption of such resolutions are not carried out in accordance with regulations.

#### **Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company. Resolutions of the General Meeting of Shareholders on matters specified in Clause 2 Article 147 of the Law on Enterprises may be adopted by written opinions.

2. The Board of Directors must prepare voting forms, draft resolutions of the General Meeting of Shareholders and explanatory documents for such draft resolutions. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and must send such documents at least ten (10) days prior to the deadline for receipt of voting forms. Requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3 Article 18 of these Articles.

3. The voting form must include the following principal contents:

- a. Name, address of head office, enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, legal identification number of individual shareholders; name, enterprise code or legal identification number, head office address of organizational shareholders; or full name, contact address, nationality, legal identification number of the representative of an organizational shareholder; number of shares of each class and number of voting rights of the shareholder;
- d. Matters on which opinions are sought for adoption of resolutions;
- e. Voting options including approval, disapproval and abstention for each matter;
- f. Deadline for returning the completed voting form to the Company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The completed voting form must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder or authorized representative.

5. Voting forms may be returned to the Company by the following methods:

- a. By post: voting forms must be placed in sealed envelopes and must not be opened before vote counting;
- b. By fax or email: voting forms must be kept confidential until the time of vote counting

Voting forms received after the prescribed deadline, or opened in case of postal submission, or disclosed prior to vote counting in case of fax/email submission, shall be invalid. Voting forms not returned shall be deemed as non-participation.

6. The Board of Directors shall conduct vote counting and prepare minutes of vote counting under the supervision of the Company Secretary or the person in charge of corporate governance or a shareholder who is not an executive. The vote counting minutes must include the following principal contents:

- a. Name, address of head office, enterprise code;
- b. Purpose and matters for which opinions are collected;
- c. Number of shareholders and total voting rights participating, including valid and invalid votes, and method of submission, attached with a list of participating shareholders;
- d. Total votes for, against and abstentions for each matter;
- e. Matters adopted;

f. Full name and signatures of the Chairman of the Board of Directors, legal representative, vote counters and supervisors.

Members of the Board of Directors, vote counters and supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and for any damages arising from dishonest or inaccurate vote counting.

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

8. The completed voting forms, vote counting minutes, adopted resolutions and related documents must be kept at the Company's head office.

9. Resolutions adopted by written opinions shall be approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

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

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

- a. Name, address of head office, enterprise code;
- b. Time and venue of the meeting;
- c. Meeting agenda and contents;
- d. Full name of the Chairperson and Secretary;
- e. Summary of meeting proceedings and opinions expressed for each agenda item;
- f. Number of shareholders and total voting rights of attending shareholders, attached with a list of registered shareholders and their voting rights;
- g. Total votes for each matter, including method of voting, number of valid votes, invalid votes, votes for, against and abstentions, and corresponding percentages;
- h. Matters adopted and corresponding voting ratios;
- i. Signatures of the Chairperson and Secretary. In case the Chairperson and Secretary refuse to sign, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required contents. The refusal must be stated in the minutes. Vietnamese and foreign language versions have equal legal validity; in case of discrepancies, the Vietnamese version shall prevail.

2. The minutes must be completed and approved before the end of the meeting. The Chairperson and Secretary shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. Resolutions and minutes must be disclosed on the Company's website, the State Securities Commission's portal and the Stock Exchange within twenty-four (24) hours from the end of the meeting.

4. The minutes shall serve as valid evidence of the meeting unless objections are raised within ten (10) days from the date of dispatch.

5. Resolutions, minutes, shareholder lists, powers of attorney and related documents must be kept at the Company's head office.

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

Within ninety (90) days from the date the minutes of the General Meeting of Shareholders or the vote counting results are published on the Company's website, shareholders or groups of shareholders specified in Clause 3 Article 12 of these Articles have the right to request the Court or Arbitration to review and annul resolutions in the following cases:

1. The procedures for convening the meeting or collecting written opinions and adopting resolutions are not in compliance with the Law on Enterprises and these Articles, except for the case specified in Clause 4 Article 21;

2. The contents of the resolution violate the law or these Articles.

In case a resolution is annulled by the Court or Arbitration, the person who convened the meeting may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the Law on Enterprises and these Articles.

### **VII. BOARD OF DIRECTORS**

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

1. Where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy and reasonableness of the disclosed personal information and must commit to performing their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors shall include at least the following:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Working experience;
- e. Companies in which the candidate is currently holding positions as a member of the Board of Directors and other managerial positions;
- f. Evaluation report on the candidate's contributions to the Company, in case such candidate is currently a member of the Board of Directors of the Company;
- g. Interests related to the Company and related parties of the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating such candidate (if any);
- i. The Company must disclose information on companies where the candidate holds positions as a member of the Board of Directors or other managerial positions and interests related to the Company of such candidate;

j. Other information (if any).

2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) may nominate up to eight (08) candidates.

3. Where the number of candidates nominated and self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nomination in accordance with the mechanism prescribed in the Company's internal corporate governance regulations. The procedures for the incumbent Board of Directors to introduce candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to implementation.

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

1. The Board of Directors shall consist of at least three (03) and no more than seven (07) members. The term of office of members of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. Where all members of the Board of Directors simultaneously end their term, such members shall continue to act as members of the Board of Directors until new members are elected and take over their duties.

2. The structure of the Board of Directors shall be as follows:

At least one-third (1/3) of the total number of members of the Board of Directors must be independent members. The minimum number of independent members shall be determined by rounding down.

3. A member of the Board of Directors shall cease to be a member in the following cases:

- a. No longer meeting the qualifications as prescribed by the Law on Enterprises or being prohibited by law from acting as a member of the Board of Directors;
- b. Submission of resignation and such resignation is accepted;
- c. Mental disorder and other members of the Board of Directors have professional evidence that such person no longer has legal capacity;
- d. Failure to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- e. As decided by the General Meeting of Shareholders;

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

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

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

5. Members of the Board of Directors are not required to be shareholders of the Company.

## **Article 27. Rights and Duties of the Board of Directors**

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights and obligations of the Company not falling within the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors shall be prescribed by law, these Articles and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:

a. To decide on strategies, medium-term development plans and annual business plans of the Company;

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

c. To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers; to decide remuneration, salary, bonuses and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and to decide remuneration and other benefits of such representatives;

d. To supervise and direct the General Director and other executives;

e. To resolve complaints of the Company against executives and decide representatives of the Company in legal proceedings related to such executives;

f. To decide on the organizational structure of the Company; establishment of subsidiaries, branches and representative offices; and capital contribution, share acquisition in other enterprises;

g. To propose reorganization or dissolution of the Company;

h. To decide on internal corporate governance regulations after approval by the General Meeting of Shareholders;

i. To approve agenda, contents and documents for meetings of the General Meeting of Shareholders; to convene meetings or collect written opinions for adoption of resolutions;

j. To propose annual dividend levels; to decide time and procedures for dividend payment or handling of losses;

k. To propose types and number of shares to be issued;

l. To propose issuance of convertible bonds and bonds with warrants;

m. To decide offering prices of shares and bonds where authorized by the General Meeting of Shareholders;

- n. To submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
- o. To report to the General Meeting of Shareholders on the appointment of the General Director;
- p. Other rights and duties as prescribed by the Law on Enterprises, Law on Securities and these Articles.

3. The following matters must be approved by the Board of Directors:

- a. Establishment of branches or representative offices;
- b. Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises and except cases under Clause 3 Article 167 of the Law on Enterprises, to decide on execution, amendment or termination of major contracts (including M&A and joint ventures);
- c. Establishment of subsidiaries;
- d. Approval of contracts, transactions for purchase, sale, borrowing, lending and other transactions with a value of 35% or more of total assets recorded in the latest financial statements, except those under the authority of the General Meeting of Shareholders;
- e. Borrowings and provision of mortgages, guarantees and indemnities;
- f. Investments outside business plan exceeding VND 500 million or exceeding 10% of annual budget;
- g. Purchase or sale of shares or capital contributions in other companies;
- h. Valuation of non-cash contributed assets including gold, land use rights, intellectual property, technology and know-how;
- i. Repurchase or recovery of not more than 10% of each class of shares within twelve (12) months;
- j. Decision on repurchase price of shares in accordance with Article 133 of the Law on Enterprises;
- k. Other business matters requiring approval within its authority.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, including supervision of the General Director and other executives in the financial year in accordance with Decree 155/2020/NĐ-CP. If the Board of Directors fails to submit such report, the annual financial statements shall be deemed not approved.

5. Unless otherwise prescribed by law or these Articles, the Board of Directors may authorize subordinates and executives to act on behalf of the Company

## **Article 28. Remuneration, Salary and Other Benefits of Members of the Board of Directors**

1. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the Board of Directors in accordance with the agreement of the Board of Directors or divided equally in the absence of such agreement.

2. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

3. The remuneration of each member of the Board of Directors shall be accounted for as operating expenses of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and shall be reported to the General Meeting of Shareholders at the annual meeting. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on committees of the Board of Directors, or performing other duties which, in the opinion of the Board of Directors, fall outside the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each occasion, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses actually incurred in the performance of their duties as members of the Board of Directors, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.

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

3. The Chairman of the Board of Directors shall have the obligation to prepare the agenda, documents, convene and chair meetings of the Board of Directors; chair meetings of the General Meeting of Shareholders; and shall also have other rights and obligations as prescribed by the Law on Enterprises and these Articles.

4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends the annual financial statements, reports on the Company's operations, audit reports and reports of the Board of Directors to shareholders at the meeting of the General Meeting of Shareholders.

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

6. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In the event that there is no authorized person, or the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative measure at a compulsory detoxification establishment or compulsory education establishment, absconds from his/her place of residence, has limited or lost legal capacity, has difficulty in perception or control of acts, or is prohibited by the Court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors on the principle of majority approval of the remaining members until a new decision of the Board of Directors is issued.

### **Article 30. Meetings of the Board of**

### **Directors**

1. In the event that the Board of Directors elects a Chairman, such Chairman shall be elected at the first meeting of the term of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. The meeting shall be convened by the member having the highest number of votes or the highest voting ratio. In case there is more than one (01) member having the highest number of votes or equal highest voting ratio, the members shall elect one (01) person among them on the principle of majority to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene meetings of the Board of Directors on a regular and extraordinary basis, prepare the agenda, and determine the time and venue of the meeting at least three (03) working days prior to the meeting. The Chairman may convene meetings when deemed necessary, but at least one (01) meeting must be held each quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors and shall not delay if there is no reasonable cause, when one of the following persons submits a written request clearly stating the purpose, matters to be discussed:

- a. The General Director or at least five (05) other executives;
- b. An independent member of the Board of Directors;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

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 receipt of the request specified in Clause 3 of this Article. In case the Chairman fails to convene the meeting as required, the Chairman shall be responsible for any damages caused to the Company; the persons making the request specified in Clause 3 of this Article shall have the right to convene the meeting of the Board of Directors.

5. In the event of a request from an independent auditing organization to conduct an audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss matters relating to the audit report and the Company's financial position.

6. Meetings of the Board of Directors may be held at the Company's head office or at another location in Vietnam or overseas as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice of meetings of the Board of Directors must be sent to all members of the Board of Directors at least three (03) working days prior to the meeting. Notice of meetings may be made in writing, by telephone, fax, email or other means, but must ensure that the contact address of each member of the Board of Directors is reached. The notice of meeting must be made in Vietnamese and must include full information on the time, venue, agenda, matters to be discussed and decided. Attached documents and voting forms to be used at the meeting and voting ballots of members.

The notice of meeting may be sent by post, fax, email or other means, but must ensure that it is delivered to the contact address of each member of the Board of Directors.

8. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend directly or through proxies.

In case the number of attending members is insufficient, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. The second meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting

9. Meetings of the Board of Directors may be held in the form of direct meetings or meetings between members of the Board of Directors when all or part of the members are at different locations, provided that:

a. Each attending member of the Board of Directors may hear all other members speaking during the meeting;

b. Each attending member may speak to all other participating members simultaneously. Communication between members may be conducted directly, by telephone or by other communication means or a combination of such methods. Members of the Board of Directors participating in such meetings shall be deemed to attend the meeting. The venue of the meeting shall be the location where the largest number of members of the Board of Directors are present or as agreed by the Chairman.

Resolutions adopted at meetings held in this manner shall be valid and effective immediately upon the conclusion of the meeting but must be confirmed by the signatures of all attending members in the minutes of the meeting.

10. Members of the Board of Directors may send their voting ballots to the meeting through mail, fax, email or other means, provided that such ballots must be placed in sealed envelopes and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all persons attending the meeting.

#### 11. Voting

a. Except for the case specified at Point b Clause 11, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article attending the meeting shall have one (01) vote;

b. A member of the Board of Directors shall not be entitled to vote on any contracts, transactions or proposals in which such member or a related person of such member has an interest, and such interest conflicts or may conflict with the interests of the Company. Such member of the Board of Directors shall not be counted toward the minimum quorum required for the meeting of the Board of Directors in respect of decisions on which such member is not entitled to vote;

c. In accordance with Point d Clause 11, where a matter arises at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily abstain from voting, the ruling of the Chairman of the meeting shall be final, except where the nature or scope of the relevant interests of such member has not been fully disclosed;

d. A member of the Board of Directors who directly or indirectly benefits from a contract as prescribed at Point a and Point b Clause 5 Article 39 of these Articles shall be deemed to have a material interest in such contract;

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already entered into or expected to be entered into with the Company and is aware that he/she has an interest in such contract or transaction must disclose the nature and contents of such interest at the first meeting of the Board of Directors considering the execution of such contract or transaction. In case a member of the Board of Directors has not yet disclosed such interest, such member must disclose it at the first meeting of the Board of Directors held after becoming aware of such interest.

13. The Board of Directors shall adopt decisions and resolutions on the basis of the majority of members of the Board of Directors attending the meeting approving. In case the number of votes for and against is equal, the Chairman of the Board of Directors shall have the casting vote.

14. Resolutions in the form of obtaining written opinions shall be adopted on the basis of approval by the majority of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at meetings.

15. The Chairman of the Board of Directors shall be responsible for sending minutes of meetings of the Board of Directors to members and such minutes shall serve as evidence of the work performed by the Board of Directors. Minutes of meetings of the Board of Directors must be prepared in Vietnamese and may also be prepared in English. The minutes must be approved and signed by all members of the Board of Directors attending the meeting and the person taking the minutes.

### **Article 31. Sub-committees/Committees of the Board of Directors**

1. The Board of Directors may establish sub-committees under its authority to be responsible for development policy, personnel, remuneration, and the internal audit committee. The number of members of each sub-committee/committee shall be decided by the Board of Directors, but should be at least three (03) persons, 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 of the sub-committee/committee, and one of such members shall be appointed as the Head of the Committee by decision of the Board of Directors. The operation of the sub-committee/committee must comply with regulations of the Board of Directors. Resolutions of the sub-committee/committee shall be valid only when approved by a majority of members attending and voting at the meeting of the sub-committee who are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of bodies under the Board of Directors, or of persons in their capacity as members of sub-committees of the Board of Directors must comply with applicable laws and the provisions of these Articles.

### **Article 32. Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person to act as the Person in charge of corporate governance to support the Company's governance activities

in an effective manner. The term of office of the Person in charge of corporate governance shall be decided by the Board of Directors. The Person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance must satisfy the following criteria:

- a. Having knowledge of law;
- b. Not concurrently working for an independent auditing firm that is auditing the Company's financial statements;
- c. Other criteria as prescribed by law, these Articles and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in charge of corporate governance when necessary, provided that such dismissal is not contrary to the provisions of applicable labor laws. The Board of Directors may appoint an Assistant to the Person in charge of corporate governance from time to time.

4. The Person in charge of corporate governance shall have the following rights and obligations:

a. To advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and in handling matters between the Company and shareholders;

b. To prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders in accordance with the requirements of the Board of Directors or the Audit Committee;

c. To advise on procedures of meetings;

d. To attend meetings;

e. To advise on procedures for adopting resolutions of the Board of Directors in compliance with the law;

f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Audit Committee;

g. To supervise and report to the Board of Directors on information disclosure activities of the Company;

h. To maintain confidentiality of information in accordance with the law and these Articles;

i. Other rights and obligations as prescribed by law and these Articles.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the Management Apparatus**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant and

other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

#### **Article 34. Executives**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the organizational structure and internal management regulations of the Company as prescribed by the Board of Directors. Executives must perform their duties diligently in order to support the Company in achieving its operational and organizational objectives.

2. Remuneration, salary, benefits and other terms of the labor contract of the General Director shall be decided by the Board of Directors, and contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director and shall enter into a contract specifying 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, presented as a separate item in the annual financial statements and disclosed in the Company's annual report.

2. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the labor contract. The General Director must not be a person prohibited by law from holding such position and must meet the standards and conditions prescribed by law and these Articles.

3. The General Director shall have the following rights and obligations:

a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, and the business plans and investment plans of the Company as approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on matters that do not require decisions of the Board of Directors, including representing the Company in entering into financial and commercial contracts, and organizing and managing the daily business operations of the Company in accordance with best management practices;

c. To propose to the Board of Directors organizational structure plans and internal management regulations of the Company;

d. To recruit employees;

e. To propose dividend distribution plans or handling of business losses;

f. To propose measures to improve the operations and management of the Company;

g. To propose the number and candidates for executives to be recruited by the Company for appointment or dismissal by the Board of Directors in accordance with internal regulations, and to propose remuneration, salary and other benefits of such executives for decision by the Board of Directors;

h. To consult the Board of Directors in deciding the number of employees, appointment, dismissal, salary levels, allowances, benefits and other terms relating to their labor contracts;

i. On the last working day of November each year, to submit to the Board of Directors for approval a detailed business plan for the next financial year based on budget requirements and a five (05)-year financial plan;

j. To prepare long-term, annual and quarterly budgets of the Company (hereinafter referred to as "budgets") for the purpose of long-term, annual and quarterly management in accordance with the business plan. The annual budget (including projected balance sheet, income statement and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information prescribed in the Company's internal regulations;

k. Other rights and obligations as prescribed by law, these Articles, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.

4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned rights and duties and must report to such bodies upon request.

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

## **IX. AUDIT COMMITTEE**

### **Article 36. Rights and Duties of the Audit Committee**

1. The Audit Committee shall be established by the Board of Directors and shall perform its supervisory function on the principles of independence, integrity, objectivity and confidentiality. The functions and duties of the Audit Committee shall be specifically prescribed in the Internal Regulations on Corporate Governance and other internal regulations and decisions.

2. The Audit Committee shall have the right to communicate with members of the Board of Directors, the General Director and other executives in order to obtain complete, accurate and timely information and documents relating to the management, administration and operations of the Company for the purpose of serving the activities of the Audit Committee.

3. The Audit Committee shall have the right to access 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.

4. To develop and submit to the Board of Directors policies on risk identification and risk management; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.

5. To prepare written reports to be submitted to the Board of Directors upon detecting that members of the Board of Directors, the General Director or other executives fail to fully perform their responsibilities in accordance with the Law on Enterprises and these Articles.

6. To have the right to request representatives of the approved auditing organization to attend and respond to matters relating to audited financial statements at meetings of the Audit Committee.

7. To use legal, accounting or other external advisory services when necessary.

8. The Audit Committee may issue its own operating regulations and submit them to the Board of Directors for approval. The Audit Committee must meet at least two (02) times per year, and a meeting shall be conducted when at least two-thirds (2/3) of its members are present.

9. Remuneration, salary and other benefits of members of the Audit Committee shall be decided by the Board of Directors.

Members of the Audit Committee shall be reimbursed for accommodation, travel and other reasonable expenses incurred when attending meetings of the Audit Committee or performing their duties.

### **Article 37. Structure of the Audit Committee**

1. The number of members of the Company's Audit Committee shall be from three (03) to five (05) persons. The term of office of members of the Audit Committee shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.

2. Members of the Audit Committee shall be appointed by the Board of Directors. The Head of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

3. Members of the Audit Committee must have knowledge of accounting and auditing, have general knowledge of law and the Company's operations, and must not fall into the following cases:

a. Working in the accounting or finance department of the Company;

b. Being a member or employee of an approved auditing organization that has conducted audits of the Company's financial statements within the preceding three (03) consecutive years.

4. The Head of the Audit Committee shall have the following rights and responsibilities:

a. To convene meetings of the Audit Committee;

b. To communicate with the Board of Directors, the General Director and other executives to obtain relevant information for the activities of the Audit Committee;

c. To prepare and sign reports of the Audit Committee for submission to the Board of Directors.

**X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

**Article 38. Duty of Care**

Members of the Board of Directors, the General Director and other executives shall be responsible for performing their duties, including duties in their capacity as members of sub-committees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

**Article 39. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, the General Director and other executives must disclose related interests in accordance with the Law on Enterprises and other applicable laws.

2. Members of the Board of Directors, the General Director and other executives shall not use business opportunities that may bring benefits to the Company for personal purposes; and shall not use information obtained by virtue of their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, the General Director and other executives shall be obliged to notify the Board of Directors of all interests that may give rise to conflicts with the interests of the Company which they may enjoy through legal entities, transactions or other individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or provide guarantees to members of the Board of Directors, the General Director, other executives and related persons or organizations of such persons, or legal entities in which such persons have financial interests, except in the case of public companies and related organizations of such members being companies within the same group or companies operating under a group structure, including parent companies – subsidiaries, economic groups, or where otherwise provided by specialized laws.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, other executives and related persons or organizations of such persons, or companies, partners, associations or organizations in which such persons or their related persons are members or have financial interests, shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statements, where the material contents of such contract or transaction as well as the relationships and interests of the relevant members of the Board of Directors, the General Director or other executives have been reported to the Board of Directors, and the Board of Directors has approved the implementation of such contract or transaction in good faith by a majority vote of members of the Board of Directors who do not have related interests;

b. For contracts with a value exceeding twenty percent (20%) of the total asset value recorded in the most recent financial statements, where the material contents of

such contract or transaction as well as the relationships and interests of the relevant members of the Board of Directors, the General Director or other executives have been disclosed to shareholders without related interests having voting rights on such matter, and such shareholders have approved such contract or transaction;

c. Such contract or transaction is assessed by an independent advisory organization to be fair and reasonable in all respects relating to the shareholders of the Company at the time such contract or transaction is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, the General Director, other executives and related organizations and individuals of such persons shall not use undisclosed information of the Company or disclose such information to others to carry out related transactions.

6. A member of the Board of Directors shall not vote on transactions that bring benefits to such member or to a related person of such member in accordance with the Law on Enterprises and these Articles.

#### **Article 40. Liability and Indemnification**

1. Members of the Board of Directors, the General Director and other executives who breach their duties of honesty and prudence, or fail to perform their duties with due diligence and professional competence, shall be liable for any damages caused by such breaches.

2. The Company shall indemnify persons who have been, are, or may become a party to complaints, lawsuits or proceedings (including civil and administrative cases and excluding cases where the Company is the plaintiff) if such person has been or is a member of the Board of Directors, the General Director, another executive, an employee, or an authorized representative of the Company, or has acted at the request of the Company in such capacities, provided that such person has acted honestly, prudently and diligently for the interests of the Company or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence that such person has breached his/her duties.

3. When performing functions, duties or tasks as authorized by the Company, members of the Board of Directors, other executives, employees or authorized representatives of the Company shall be indemnified by the Company when becoming a party to complaints, lawsuits or proceedings (excluding cases where the Company is the plaintiff) in the following cases:

a. Having acted honestly, prudently and diligently for the interests of the Company and not in conflict with the interests of the Company;

b. Having complied with the law and there is no evidence that such person has failed to perform his/her duties.

4. Indemnification expenses shall include incurred costs (including legal fees), costs of judgments, fines, and amounts payable that arise in practice or are deemed reasonable in the settlement of such matters within the limits permitted by law. The

Company may purchase insurance for such persons to cover the indemnification liabilities mentioned above.

## **XI. RIGHT TO INSPECT BOOKS AND RECORDS**

### **Article 41. Right to Inspect Books and Records**

1. A shareholder or a group of shareholders as specified in Clause 2 Article 25 of these Articles shall have the right, directly or through an authorized representative, to submit a written request to inspect the list of shareholders, minutes of meetings of the General Meeting of Shareholders, and to copy or extract such documents during working hours and at the Company's head office. Requests for inspection made by an authorized representative of a shareholder must be accompanied by a power of attorney from such shareholder or a notarized copy thereof.

2. Members of the Board of Directors, the General Director and other executives shall have the right to inspect the Company's shareholder register, list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

3. The Company must keep these Articles and any amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or at another location, provided that shareholders and the business registration authority are notified of the location where such documents are stored.

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

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

### **Article 42. Employees and Trade Union**

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline for employees and executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with standards, practices and best management policies, as well as the practices and policies prescribed in these Articles, the Company's internal regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 43. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of dividend payment annually from the Company's retained earnings. Dividends paid for ordinary shares shall be determined based on realized net profits, and dividend payments shall be made from the Company's retained earnings when all of the following conditions are satisfied:

a. The Company has fulfilled its tax obligations and other financial obligations in accordance with the law;

b. The Company has appropriated funds and fully offset prior losses in accordance with the law and these Articles;

c. Immediately after payment of dividends, the Company still ensures full payment of due debts and other property obligations.

2. In accordance with the Law on Enterprises, the Board of Directors may decide on interim dividend payments if it considers that such payment is consistent with the Company's profitability.

3. The Company shall not pay interest on dividend amounts or any other amounts payable relating to a class of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

5. In case dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. In case the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for such transferred amount. Dividend payment for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

7. Other matters relating to profit distribution shall be implemented in accordance with the law.

#### **XIV. BANK ACCOUNTS, RESERVES, FINANCIAL YEAR AND ACCOUNTING REGIME**

##### **Article 44. Bank Accounts**

1. The Company shall open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at banks where the Company maintains accounts.

##### **Article 45. Financial Year**

The financial year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year.

#### **Article 46. Accounting Regime**

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify the directly managing tax authority.

#### **XV. ANNUAL REPORT, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE OBLIGATIONS**

#### **Article 47. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company must prepare annual financial statements in accordance with the law and regulations of the State Securities Commission, and such statements must be audited in accordance with Article 49 of these Articles. Within ninety (90) days from the end of each financial 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. The annual financial statements must include an income statement reflecting truthfully and objectively the Company's profit/loss for the financial year, a statement of financial position reflecting truthfully and objectively the Company's financial status as at the reporting date, a cash flow statement and notes to the financial statements.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authority and the business registration authority in accordance with the Law on Enterprises.

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

5. Any organizations or individuals concerned shall have the right to inspect or copy the audited annual financial statements, reviewed semi-annual financial statements and quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

#### **Article 48. Annual Report**

The Company must prepare and disclose its annual report in accordance with the laws on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 49. Audit**

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 such firms to audit the Company's financial statements for the following financial year based on terms and conditions agreed with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing firm after the end of the financial year.

2. The independent auditing firm shall examine, certify, prepare an audit report and submit such report to the Board of Directors within three (03) months from the end of the financial year.

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

4. The independent auditor conducting the audit of the Company shall be entitled to attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to such meetings that shareholders are entitled to receive, and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **XVII. SEAL**

### **Article 50. Seal**

The Company shall have an official seal decided by the Board of Directors, engraved in accordance with the provisions of law and these Articles, or a seal in the form of a digital signature in accordance with the law on electronic transactions. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

## **XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION**

### **Article 51. Termination of Operations**

1. The Company may be dissolved in the following cases:

- a. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
- b. Revocation of the Enterprise Registration Certificate;
- c. Other cases as prescribed by law.

2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

### **Article 52. Deadlock among Members of the Board of Directors and Shareholders**

Shareholders holding one-half of the total voting shares outstanding in the election of members of the Board of Directors shall have the right to file a petition with the court requesting dissolution on one or more of the following grounds:

1. Members of the Board of Directors fail to reach agreement in managing the Company's affairs, resulting in the inability to obtain the required number of votes for the Board of Directors to operate.

2. Shareholders fail to reach agreement and therefore cannot obtain the required number of votes to elect members of the Board of Directors.

3. Internal disputes arise and two or more factions of shareholders are divided such that dissolution would be more beneficial for all shareholders.

### **Article 53. Liquidation**

1. At least six (06) months prior to the expiration of the Company's term of operation or upon a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting 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 expenses relating to liquidation shall be paid by the Company with priority over other debts.

2. The liquidation committee shall be responsible for reporting to the business registration authority the date of its establishment and commencement of operation. From that time, the liquidation committee shall represent the Company in all matters relating to liquidation before the Court and administrative authorities.

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

4. Liquidation expenses;

a. Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with collective labor agreements and signed labor contracts;

b. Tax liabilities;

c. Other debts of the Company;

d. The remaining balance after payment of all items from (a) to (d) shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 54. Internal Dispute Resolution**

1. In the event of disputes or complaints arising in connection with the Company's operations, and the rights and obligations of shareholders in accordance with the Law on Enterprises, other applicable laws, these Articles and regulations between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the General Director or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of such disputes and request each party to present relevant information within fifteen (15) working days from the date the dispute arises. In case the dispute involves the

Board of Directors or the Chairman of the Board of Directors, any party may request the Audit Committee to appoint an independent expert to act as a mediator for the dispute resolution process.

2. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to an economic arbitration tribunal or an economic court.

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

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE ARTICLES**

### **Article 55. Amendment and Supplementation of the Articles**

1. Any amendment or supplementation to these Articles must be considered and decided by the General Meeting of Shareholders. The General Meeting of Shareholders may authorize the Board of Directors to consider and decide on amendments and supplements to the Company's Articles in certain specific cases if clearly stipulated in the resolution of the General Meeting of Shareholders.

2. In cases where provisions of law relating to the Company's operations are not provided for in these Articles, or where new legal provisions differ from those set out in these Articles, such legal provisions shall automatically apply and govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 56. Effective Date**

1. These Articles consist of twenty-one (21) Chapters and fifty-six (56) Articles and were unanimously adopted by the General Meeting of Shareholders of Long An Export Processing Joint Stock Company on April 21, 2026 in Long An Ward, Tay Ninh Province.

2. These Articles are made in five (05) originals of equal validity and are kept at the Company's head office.

**Long An Ward, April 21, 2026**

**Long An Food Processing Export Joint Stock Company.**

**The legal representative of the Company**

**Chairman of the Board of Directors**

**General Director**

**NGUYEN VAN KHAI**

**PHAN NGOC SON**