

**UTXI AQUATIC PRODUCTS  
PROCESSING CORPORATION**

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No. 17/CBTT-UXC.26

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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Can Tho, April 25, 2026

**INFORMATION DISCLOSURE**

To: - **State Securities Commission of Vietnam**  
- **Hanoi Stock Exchange**

1. Name of organization: **Ut Xi Aquatic Products Processing Corporation**

- Stock code: UXC

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2. Information disclosure person: Chiem Hai Hoa – Authorized person to disclose information

3. Type of information disclosure: ☐ periodic ☒ 24-hour ☒ unusual ☐ upon request

4. Content of the disclosure: Internal Corporate Governance Regulations of Ut Xi Aquatic Products Processing Corporation (*as supplemented and amended under the Resolution of the 2026 Annual General Meeting of Shareholders dated April 25, 2026*).

5. This information was published on the company's website on: April 25, 2026 at the following link: <http://utxi.com.vn/vi/news/co-dong/>

We hereby certify that the information disclosed above is true and take full legal responsibility for the content of the disclosed information.

**Attachments:**

- Internal Corporate Governance Regulations of Ut Xi Aquatic Products Processing Corporation (*as supplemented and amended under the Resolution of the 2026 Annual General Meeting of Shareholders dated April 25, 2026*).

**Recipient:**

- As above;
- Board of Directors, Executive Board;
- Supervisory Board
- Filing: Office

**Organizational Representative**

Persons authorized to disclose information



# UTXICO



## INTERNAL REGULATIONS CORPORATE GOVERNANCE

### UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

*(Supplemented and amended according to the Resolution of the 2026 Annual General Meeting of Shareholders April 25, 2026)*

**CAN THO, APRIL 2026**



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# INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Legal documents related to the Law on Enterprises, the Law on Securities and the current effective laws and regulations of the Socialist Republic of Vietnam.
- Pursuant to the Charter of Utxi Aquatic Products Processing Corporation
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ.ĐHĐCĐ.UXC.26 dated April 25, 2026

The Board of Directors promulgates the amendments and supplements to the Internal Regulation on corporate governance of Utxi Aquatic Products Processing Corporation , including the following contents:

## CHAPTER I – GENERAL PROVISIONS

### Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The internal regulation on corporate governance stipulates the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; order and procedures for meetings of the General Meeting of Shareholders; nomination, self-nominated candidacy, election, dismissal and dismissal of members of the Board of Directors, the Board of Supervisors, the General Director and other activities as prescribed in the company's charter and other current provisions of law.

2. Subjects of application: This Regulation is applicable to members of the Board of Directors, the Board of Supervisors, the General Director and related persons.

### Article 2. Explanation of terms and abbreviations

1. "Corporate governance" is a system of principles, including:
  - a. Ensure a reasonable governance structure;
  - b. Ensure the efficiency of the operation of the Board of Directors and the Board of Supervisors;
  - c. Ensuring the interests of shareholders and related persons;
  - d. Ensure fair treatment among shareholders;
  - e. Publicize and transparently all activities of the Corporation.
2. Non-executive members of the Board of Directors are members of the Board of Directors who are not General Directors, Deputy General Directors, Chief Accountants and other executives as prescribed by the company's Charter.
3. Company: is Utxi Aquatic Products Processing Corporation
4. General Meeting of Shareholders: General Meeting of Shareholders
5. Board of Directors: is the Board of Directors
6. Self-nominated candidacy: is self-nominated
7. Board of Supervisors: is the Board of Supervisors
8. Delegate: is a shareholder, a representative (a person authorized by a shareholder)



9. Face-to-face General Meeting: means a meeting of the General Meeting of Shareholders whereby shareholders attend in person, discuss and vote on the issues of the meeting at a certain location other than the online form specified in Clause 8 of this Article.

10. Online General Meeting: means a meeting of the General Meeting of Shareholders held through the application of modern information technology solutions to transmit the sound and/or image of the General Meeting, allowing shareholders in different locations to attend, monitor, discuss and vote on the issues of the meeting.

11. Face-to-face combined with online: means a meeting of the General Meeting of Shareholders whereby shareholders attend in person, discuss and vote on the issues of the meeting at a certain location and combine the online form specified in Clause 8 of this Article.

12. Online system: is the application of the software/website system that the company uses to serve the organization of the online General Meeting of Shareholders and/or electronic voting.

13. Electronic voting: means the voting by shareholders or authorized representatives of shareholders at the General Meeting of Shareholders or at the written shareholders' opinion collection in the form of voting on the online system.

14. Direct voting: means that shareholders or authorized representatives of shareholders participate in voting directly at the General Meeting of Shareholders or send a written opinion poll to the company or in other forms specified in the Charter, Internal Regulations on corporate governance and legal regulations that are not in the form of Electronic voting method.

## **CHAPTER II – GENERAL MEETING OF SHAREHOLDERS**

### **I. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1. Roles, rights and obligations of the General Meeting of Shareholders**

The roles, rights and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14 and Articles 14 and 15 of the company's Charter.

#### **Section 2. Regulations on the order and procedures for convening and voting at the General Meeting of Shareholders**

#### **Article 3. Competence to convene the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 140 of the Law on Enterprises No. 59/2020/QH14 and Articles 14 and 18 of the company's Charter)*

1. Competence to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year.

2. Competence to convene an extraordinary General Meeting of Shareholders:

The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining members of the Board of Directors as prescribed at Point c , Clause 4, Article 14 or receive the request specified at Points d and e , Clause 4, Article 14 of the company's Charter.

In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4 , Article 14 of the company's Charter, within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 5, Article 14 of the company's charter, within the next thirty (30) days, the shareholders or groups of shareholders specified in Clause 3, Article 12 of the



company's charter may represent the company to convene the General Meeting of Shareholders in accordance with the provisions of the Enterprise Law.

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

Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 4. Making a list of shareholders entitled to attend the meeting and notifying the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

#### **Article 5. Notice of convening the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14)*

1. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date if the company's charter does not stipulate a longer time limit. The notice of invitation to the meeting must contain the name, address of the head office and enterprise code; names, contact addresses of shareholders, time and place of the meeting and other requirements for meeting attendees.

2. The notice of invitation to the meeting shall be sent by means of ensuring that the contact address of the shareholders is reached and posted on the company's website; in case the company deems it necessary, it shall publish it in the central or local daily newspaper according to the provisions of the company's charter.

3. The notice of invitation to the meeting must be enclosed with the following documents:

- a. The meeting agenda, documents used in the meeting and the draft resolution for each issue in the meeting agenda;
- b. Ballot card/Election card.

4. In case the company has a website, the sending of meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

#### **Article 6. Agenda and contents of the General Meeting of Shareholders**

1. The Board of Directors convenes the Annual General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders shall be convened in the cases specified in Clause 2 and Clause 4, Article 14 of the company's Charter.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the program and content of the congress;

c. Preparing documents for the congress;



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

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

- a. Meeting agendas, documents used in the meeting;
- b. List and details of candidates in case of election of members of the Board of Directors;
- c. Ballot cards;
- d. Form of appointment of representative under authorization to attend the meeting;
- e. Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 12 of the company's charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include full names shareholders, the number and type of shares they hold, and the contents of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4 of this Article in the following cases:

- a. Proposals are sent on time or insufficiently, not in accordance with the content;
- b. At the time of proposal, the shareholder or group of shareholders does not have at least 05% of ordinary shares;
- c. The proposed issue is not within the scope of the jurisdiction of the General Meeting of Shareholders to discuss and approve.

6. In case all shareholders representing 100% of the voting shares directly attend or through authorized representatives at the General Meeting of Shareholders, the decisions unanimously passed by the General Meeting of Shareholders shall be considered valid even in case the convening of the General Meeting of Shareholders does not comply with the procedures or contents of the schedule are not in the program.

#### **Article 7. How to register and authorize to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 144 of the Law on Enterprises No. 59/2020/QH14; Article 16, Article 20 of the company's charter)*

1. How to register to attend the General Meeting of Shareholders before the opening day of the General Meeting of Shareholders:



Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises may authorize individuals and organizations to attend. In case more than one representative is appointed, the number of shares and the number of votes authorized for each representative must be specified.

Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:

a. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder shall be inscribed. When voting at the congress, the number of votes in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally the total number of votes for or against is counted to decide. The total number of votes in favor, opposition, abstention or invalidity according to each issue shall be notified by the Chairperson immediately after voting on such issue. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting. The number of members of the vote counting committee shall not exceed three (03) persons.

b. Shareholders who attend the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote right at the meeting. The presiding officer is not responsible for stopping the general meeting to allow late shareholders to register and the validity of votes conducted before the late shareholders attend will not be affected.

## 2. Regulations on authorization to attend the congress:

2.1. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:

a. In case an individual shareholder is the authorizer, the power of attorney must be signed by such shareholder and the authorized individual to attend the meeting;

b. In case the shareholder of the organization is the authorizer, the power of attorney must be signed by the legal representative of the shareholder of the organization and the individual, the legal representative of the authorized organization to attend the meeting;

c. The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

2.2. Where the attorney signs the letter of appointment of representative on behalf of the authorizer, the appointment of the representative in this case is only considered valid if the letter of appointment of the representative is presented together with the letter of authorization for the lawyer or a valid copy of such letter of authorization (if not previously registered with the Company).

2.3. Except for the case specified in Clause 2.2 of this Article, the voting vote of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:

a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b. The authorizer has canceled the authorization designation;

c. The authorizer has cancelled the authority of the person performing the authorization.



This provision shall not apply in the event that the Company receives notice of one of the events more than forty-eight (48) hours prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 8. Conditions for conducting the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 19 of the company's charter)*

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

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the second meeting may be convened within 30 days from the date of the first meeting. The meeting of the General Meeting of Shareholders convened for the second time shall be conducted when the number of shareholders attending the meeting represents at least 33% of the total votes.

3. In case the second general meeting is not held due to the insufficient number of delegates within thirty (30) minutes from the time of setting the opening of the general meeting, the third general meeting of shareholders may be convened within twenty (20) days from the date on which the second general meeting is intended. and in this case, the General Meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide on all matters which may be approved by the First General Meeting of Shareholders.

#### **Article 9. Form of approving the resolution of the General Meeting of Shareholders**

The General Meeting of Shareholders approves resolutions under its jurisdiction by voting at the meeting.

#### **Article 10. How to vote**

##### **1. General Principles**

Voting to approve the proposals shall be conducted publicly and directly under the management of the Chairman of the Congress and may only use the voting votes issued by the Organizing Committee of the Congress.

Resolutions and Decisions of the General Meeting are only valid when the number of shareholders owning and their representatives owning at least 50% of the total voting shares of all shareholders attending the meeting approve.

In case of approving the amendment and supplementation of the Company's Charter related to: types of shares and the number of shares to be offered, merged or reorganized the Company; investment or sale of valuable assets must be approved by the number of shareholders representing at least 65% of the total voting votes of all shareholders attending the meeting.

##### **2. Voting Forms**

- Put up the Ballot card when voting one by one, pay attention to marking the result of agreeing or disagreeing with each content behind the Ballot card;

- Ballot cards are marked and signed by shareholders in each item to choose the form of voting in the contents according to the agenda.

- After the General Meeting has finished voting on all issues, the Vote Counting Committee shall revoke this Ballot card to conduct the vote counting and announce the accurate voting results for each content or issue voted on at the Congress. The head of the vote counting committee will announce the results of the vote counting before the Congress.

- In case of any questions about the voting results, the chairman shall consider and decide immediately at the General Meeting.

- When the General Meeting ends, the Vote Counting Committee shall collect the voting votes to give voting results on the Minutes and Resolutions of the General Meeting.

##### **3. Regulations on Valid Ballot cards**



Ballot cards that have one of the following elements are invalid:

- The card is not issued by the Organizing Committee according to the prescribed form and does not have the company's seal on the left corner of the card;
- The card does not fill in 1 of the selection boxes (agree, disagree or other opinion) or fill in 2 or more boxes for a voting content;
- The card erases, erases and corrects the symbols filled in the box;
- Cards filled in by themselves or written or drawn in addition to the boxes as prescribed;
- Torn cards are no longer intact with boxes to be filled in or there is no longer enough information for control and vote counting.

These voting and counting principles and rules take effect immediately after being approved by the Congress.

#### **Article 11. How votes are counted**

The method of counting votes is conducted by synthesizing ballot cards for approval, disapproval, and no opinions.

For sensitive matters and if the shareholders so request, the Company must appoint an independent organization to collect and count votes.

#### **Article 12. Conditions for the resolution to be passed**

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

- a. Type of shares and total number of shares of each type;
- b. Change of business lines, professions and fields;
- c. Changes in the organizational structure of the company's management;
- d. Projects on investment, purchase or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the company and (or) of the Company's branches calculated according to the latest audited accounting books;
- e. Reorganization or dissolution of the company.

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

3. The voting to elect members of the Board of Directors and the Board of Supervisors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises 2020.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

#### **Article 13. Announcement of vote counting results**

The vote counting committee will check and synthesize and report to the Chairman the results of vote counting for each issue. The results of the vote counting will be announced by the Chairman/Vote Counting Committee immediately before the end of the meeting.

#### **Article 14. How to oppose the resolution of the General Meeting of Shareholders**

*(Pursuant to the provisions of Articles 132 & 151 of the Law on Enterprises No. 59/2020/QH14)*

1. Shareholders who have voted not to approve the resolution on the reorganization of the company or change the rights and obligations of shareholders specified in the company's charter



have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended price for sale, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on the issues specified in this Clause.

2. The company must repurchase shares at the request of the shareholders specified in Clause 1 of this Article at the market price or the price calculated according to the principles specified in the company's charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The company introduces at least 03 valuation organizations for shareholders to choose and that choice is the final decision.

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

a. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises;

b. The content of the resolution violates the law or the company's charter.

#### **Article 15. Making minutes of the General Meeting of Shareholders**

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

a. Name, address of the head office, enterprise code;

b. Time and place of the General Meeting of Shareholders;

c. Agenda and contents of the meeting;

d. Full name of the chairman and secretary;

e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;

h. The issues that were passed and the corresponding percentage of votes voted for approval;

i. Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

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



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

4. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes. The minutes must be made in Vietnamese, signed by the Chairman of the General Meeting and the Secretary, and made in accordance with the provisions of the Law on Enterprises and this Charter. Records, minutes, signatures of shareholders attending the meeting and written authorization to attend must be kept at the Company's head office.

#### **Article 16. Announcement of the Resolution of the General Meeting of Shareholders**

1. The Resolution and Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the General Meeting of Shareholders.

2. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

## **II. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF COLLECTING WRITTEN OPINIONS**

#### **Article 17. In case of collecting shareholders' opinions in writing**

1. Decisions of the General Meeting of Shareholders shall be adopted in the form of written opinions, including:

2. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by the number of preference shareholders of the same type owning 75% or more of the total number of preference shares of that type;

3. Other decisions shall be adopted when they are approved by the number of shareholders representing more than 50% of the total votes, except for the case specified in Clause 1 of this Article.

4. Decisions adopted in the form of collecting shareholders' opinions in writing are as valid as decisions adopted at the General Meeting of Shareholders.

#### **Article 18. In case of not being allowed to collect shareholders' opinions in writing**

The Board of Directors is not allowed to consult shareholders in writing on other matters, except for the cases specified in Clause 9, Article 22 of the Company's Charter and Article 18 of this Regulation.

#### **Article 19. Order and procedures for meeting the General Meeting of Shareholders to approve the Resolution in the form of collecting written opinions**

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises (unless otherwise provided for by the company's charter).

2. The Board of Directors must prepare the opinion poll, the draft decision of the General Meeting of Shareholders and documents explaining the draft decision. The opinion poll enclosed with the draft decision and explanatory documents must be sent by means of ensuring that it reaches the permanent residence address of each shareholder; The Board of Directors must



ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must submit them at least fifteen (15) days before the deadline for receiving opinion polls.

3. The opinion poll must contain the following principal contents:

a. Name, address of the head office, number and date of issuance of the business registration certificate, place of business registration of the company;

b. Purpose of collecting opinions;

c. Full name, permanent residence address, nationality, citizen identity card number, passport or other lawful personal identification of the shareholder being an individual; name, permanent residence address, nationality, number of establishment decision or business registration number of shareholders or authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;

d. Issues that need to be consulted for approval of decisions;

e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f. The deadline for sending to the company the answered opinion poll form;

g. Full name and signature of the Chairman of the Board of Directors and the company's legal representative.

4. The answered opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization.

5. The opinion poll may be sent to the Company in the following forms:

a. By mail: The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. Fax or email: The opinion poll sent to the Company by fax or email must be kept confidential until the time of counting votes;

Opinion polls sent to the company after the time limit specified in the opinion poll or have been opened are invalid; If within fifteen (15) days from the date the shareholders receive the opinion poll (certified by the Post Office or other form of confirmation), but the Company does not receive a response, it shall be considered as a non-voting vote.

c. When conducting electronic voting on the online system, shareholders must comply with the obligations specified at Point 1.2, Clause 1, Article 20 of this Charter. Shareholders exercise their right to vote and vote through electronic voting at the online system as follows:

+ Voting to approve the contents of the procedures for organizing the meeting and decisions of the General Meeting of Shareholders: shareholders shall comply with the instructions in the Voting section on the online system for each voting issue.

+ For the election of the Board of Directors/Board of Supervisors: follow the instructions in the Election section on the online system for the contents to be voted. Shareholders may change the results of voting or elections or may vote or vote for additional contents. The results of electronic voting/other electronic forms shall only record the final voting and election results of shareholders at the time of the end of voting announced by the Vote Counting Committee at the General Meeting of Shareholders. From the time of the end of voting for each content to be consulted by the General Meeting of Shareholders, the online system will be locked and Shareholders will not be able to vote or vote for the locked contents.

The time when shareholders can start accessing the Online System to conduct electronic voting will be decided by the Board of Directors and notified to shareholders together with the General Meeting documents. Electronic voting may be conducted before the General Meeting of Shareholders takes place and/or according to the progress at the General Meeting of Shareholders at the decision of the Board of Directors.



d. In case the Company organizes voting in many forms, shareholders are only allowed to choose 1 form of voting. In case shareholders vote in both forms for the same voting content, the form of electronic voting will be prioritized and direct voting will not be included in the voting results.

6. The Board of Directors counts votes and makes a record of vote counting in the presence of the Board of Supervisors or shareholders who do not hold company management positions. The vote counting record must contain the following principal contents:

a. Name, address of the head office, number and date of issuance of the business registration certificate and place of business registration;

b. Purpose and issues to be consulted to approve the decision;

c. The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes, enclosed with an appendix to the list of shareholders participating in voting;

d. The total number of votes in favor, disapproval and no opinion on each issue;

e. Decisions have been adopted;

f. Full name and signature of the Chairman of the Board of Directors, the company's legal representative and the vote counting supervisor.

Members of the Board of Directors and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

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

8. The answered opinion poll, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

### **III. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS IN THE FORM OF ONLINE CONFERENCES**

#### **Article 20. Notice of convening the online General Meeting of Shareholders**

Comply with the provisions of Article 5 of this Regulation.

Note: Voting/election ballots do not need to be accompanied by a meeting invitation notice.

#### **Article 21. How to register to attend the General Meeting of Shareholders online**

Each shareholder will be provided with an access account and password to log in to the Online System. Shareholders' access accounts will be encrypted to ensure the authentication of shareholder status. The Company notifies shareholders of the access account and password at the Notice of Invitation to the meeting or via a separate email.

Shareholders who register to attend the meeting online will be authenticated to attend the General Meeting of Shareholders and considered to be present at the General Meeting if they have properly and fully complied with the procedures and methods required by the Online System to verify their shareholder status and register to attend. Shareholders who wish to attend the meeting through the online system must meet the conditions specified in this Regulation and have the following obligations:

+ Confidentiality of information related to the access account such as: name, other identifiers (if any) of the access account and login password to ensure that only shareholders have the right to attend the meeting on the online system, except for the case of providing it to the authorized representative of shareholders to attend the meeting. Shareholders are responsible



for ensuring that their authorized representatives will comply with the provisions of this Clause in the same manner as shareholders.

+ Take responsibility for all risks and disputes related to attending meetings made with shareholders' access accounts on the online system. The implementation of attending the meeting and voting on the Online System with the username with the correct password and/or other identifiers will be considered as the will of the shareholders.

+ Must regularly update accurate, complete and truthful information on phone numbers, contact addresses and email addresses at securities depository places to ensure receipt of notification of access accounts and take full responsibility for this registered information.

## **Article 22. The authorization of the representative to attend the online General Meeting of Shareholders**

1. Shareholders shall authorize according to the provisions of Clause 2, Article 7 of this Regulation.

2. Some regulations to note when performing online authorization:

Shareholders need to comply with providing all information to perform online authorization, especially providing information of the authorized party: phone number, contact address and email address. This is the basis for granting usernames, access passwords and other identifiers (if any) to the authorized party.

Validity of online authorization: the authorization is only legally effective when the following conditions are met:

- When shareholders fill in all the information according to the online authorization form and complete the online authorization.

- The power of attorney is printed according to the online authorization form with full signatures, clearly stating the full name and seal (if it is an organization) of the authorizing party and the authorized party.

- The company receives the original Power of Attorney sent before the official opening of the general meeting.

Cancellation of authorization for shareholders who have authorized online: shareholders send an official written request for online delegation cancellation to the company before the official opening of the general meeting. Note that the time for recording the effective deletion of authorization is calculated according to the time the Company receives the official written request for cancellation of authorization online.

Cancellation of authorization will be void if the authorized representative has conducted a voting/election vote on any issue of the content of the online general meeting of shareholders.

## **Article 23. Conditions**

Comply with the provisions of Article 8 of this Regulation.

## **Article 24. Form of approving the Resolution of the Online General Meeting of Shareholders**

The General Meeting of Shareholders approves the Resolution under its jurisdiction in the form of electronic voting.

## **Article 25. How to vote online**

- Delegates choose one of the three voting options of Approval, Disapproval or Disapproval for each issue to be voted on at the Congress which has been installed in the electronic voting system.

- After that, the delegates will confirm the vote so that the electronic voting system records the results.



Some other regulations when conducting electronic voting:

- In case the delegates fail to implement all voting and election issues according to the contents of the congress program, the issues that have not been voted on or voted for election shall be considered as if the delegates do not vote or vote on such issues.

- In case of arising issues outside the submitted congress program, delegates may vote or hold additional elections. If the delegates do not vote or vote on the arising issues, it is considered that the delegates do not vote or vote on those arising issues.

- Delegates may change voting and election results (but cannot cancel voting or election results); including the results of voting and elections to supplement issues arising outside the program of the Congress. The online system only records the vote counting for the final voting and election results at the end of electronic voting of each vote counting as stipulated in the working regulations of the congress.

- In case, the delegate conducts the election and records the number: The invalid vote is in accordance with the provisions of the Election Regulation.

- The time for electronic voting is specified in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week, except for system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system does not record any more electronic voting results from delegates.

#### **Article 26. How to count votes online**

When delegates vote/vote, the number of votes/votes is recorded on the system according to the principle of the number of votes in favor, vote against and vote no opinion.

#### **Article 27. Announcement of vote counting results**

Based on the vote counting record as prescribed in Article 26 of this Regulation, the Vote Counting Committee shall check, summarize and report to the Chairman the vote counting results of each issue according to the content of the congress agenda. The results of vote counting will be announced by the Chairman/Vote Counting Committee immediately before the end of the meeting

#### **Article 28. Making minutes of the General Meeting of Shareholders**

Comply with the provisions of Article 15 of this Regulation.

#### **Article 29. Announcement of the Resolution of the General Meeting of Shareholders**

Comply with the provisions of Article 16 of this Regulation.

### **IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF FACE-TO-FACE CONFERENCES COMBINED WITH ONLINE**

#### **Article 30. Notice of convening the General Meeting of Shareholders**

Comply with the provisions of Article 5 of this Regulation.

#### **Article 31. How to register to attend the General Meeting of Shareholders**

Comply with the provisions of Clause 1, Article 7 and Article 21 of this Regulation.

#### **Article 32. The authorization of the representative to attend the General Meeting of Shareholders**

Comply with the provisions of Clause 2, Article 7 and Article 22 of this Regulation.

#### **Article 33. Conditions**

Comply with the provisions of Article 8 of this Regulation.

#### **Article 34. Form of approving the resolution of the General Meeting of Shareholders**

Comply with the provisions of Articles 9 and 24 of this Regulation.

#### **Article 35. How to vote**

Comply with the provisions of Articles 10 and 25 of this Regulation.



### **Article 36. How votes are counted**

Comply with the provisions of Articles 11 and 26 of this Regulation.

### **Article 37. Announcement of vote counting results**

Comply with the provisions of Articles 13 and 27 of this Regulation.

### **Article 38. Making minutes of the General Meeting of Shareholders**

Comply with the provisions of Article 15 of this Regulation.

### **Article 39. Announcement of the Resolution of the General Meeting of Shareholders**

Comply with the provisions of Article 16 of this Regulation.

## **CHAPTER III – BOARD OF DIRECTORS**

### **Section 1. General Regulations**

#### **Article 40. Roles, rights and obligations of the Board of Directors**

1. The Board of Directors is the company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

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

a. Decide on the company's strategy, medium-term development plan and annual business plan;

b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

d. Deciding on the selling price of the company's shares and bonds;

e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. To decide on investment plans and investment projects within their competence and limits as prescribed by law;

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

h. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts of directors or general directors and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

j. Supervising and directing the Director or General Director and other managers in the day-to-day operation of the company's business;

k. Decide on the organizational structure, internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;



1. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

o. Proposing the reorganization and dissolution of the company; request for bankruptcy of the company;

p. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

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

#### **Article 41. Right to information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the Director, Deputy Director or General Director, Deputy General Director and other managers in the company to provide information and documents on the financial situation and business activities of the company and units in the company.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

#### **Section 2. Regulations on Nomination, Self-nominated candidacy, Election, Dismissal and Dismissal of Members of the Board of Directors**

##### **Article 42. Term of office and number of members of the Board of Directors**

1. The Board of Directors may have from 03 to 05 members, including 1 or more independent members of the Board of Directors.

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

##### **Article 43. Criteria and conditions for members of the Board of Directors**

Members of the Board of Directors must meet the following criteria and conditions:

- Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business administration or in the company's business fields, lines and lines and not necessarily being a shareholder of the company, unless otherwise provided for by the company's charter;
- A member of the Board of Directors of a company may also be a member of the Board of Directors of another company;

Unless otherwise provided for by the law on securities, an independent member of the Board of Directors must meet the following criteria and conditions:



- Not be a person who is working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least 03 consecutive years;

- Not being a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;

- Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the company; being a manager of the company or its subsidiaries;

- Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;

- Not being a person who has been a member of the Board of Directors or the Board of Supervisors of the company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

#### **Article 44. Cases of dismissal, dismissal and addition of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;

b. Have a letter of resignation and be approved;

c. Other cases as prescribed by law.

2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

a. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

b. Other cases as prescribed by law.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.



## **Article 45. Remuneration and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

## **Section 3. The order and procedures for organizing a meeting of the Board of Directors include the following principal contents**

### **Article 46. Minimum number of meetings by month/quarter/year**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

2. The Board of Directors meets at least once a quarter and may meet irregularly.

### **Article 47. Cases in which an extraordinary meeting of the Board of Directors must be convened**

The Chairman of the Board of Directors convenes extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without a plausible reason, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:

- The CEO or at least five (05) other managers;
- At least two (02) members of the Board of Directors;
- The Board of Supervisors or an independent member of the Board of Directors.

Meetings of the Board of Directors specified in Clause 3, Article 30 of the company's charter must be held within 07 working days after the meeting is requested. In case the Chairman



of the Board of Directors does not accept the convening of the meeting at the request, the Chairman shall be responsible for the damage caused to the Company; the persons who propose to hold the meeting mentioned in Clause 3, Article 30 of the company's charter may convene a meeting of the Board of Directors by themselves.

**Article 48. Notice of meetings of the Board of Directors and the right of members of the Board of Supervisors to attend meetings of the Board of Directors**

1. Meeting location: Meetings of the Board of Directors will be conducted at the Company's registered address or other addresses in Vietnam or abroad at the discretion of the Chairman of the Board of Directors and with the approval of the Board of Directors.

2. Notice and meeting agenda: The notice of the Board meeting must be sent to the members of the Board of Directors at least five (05) days in advance before the meeting, the Board members may refuse the notice of invitation to the meeting in writing and this refusal may be retroactive. The notice of the Council meeting must be made in Vietnamese and must fully notify the agenda, time and place of the meeting, enclosed with necessary documents on the issues to be discussed and voted on at the Council meeting and votes for the members of the Council who are unable to attend the meeting.

The notice of invitation to the meeting shall be sent by post, fax, e-mail or other means, but must ensure that it reaches the address of each member of the company's Board of Directors.

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

**Article 49. Conditions for organizing meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

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

- a. Listening to each other member of the Board of Directors speaking in the meeting;
- b. Address to all other attendees simultaneously.

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

**Article 50. How to vote**

Except for the provisions at Point b, Clause 10, Article 30 of the Company's Charter, each member of the Board of Directors or an authorized person as prescribed in Clause 7, Article 30 of the Company's Charter shall have one (01) vote;

A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interests conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote on;

According to the provisions of Point d, Clause 10, Article 30 of the Company's Charter, when an issue arises at a meeting related to the interests or voting rights of a member of the



Board of Directors but such member does not voluntarily waive the voting right, the decision of the chairman shall be final. except for cases where the nature or scope of interests of the relevant members of the Board of Directors has not been fully disclosed;

Members of the Board of Directors who benefit from a contract specified at Points a and b, Clause 6, Article 43 of the Company's Charter are considered to have significant interests in such contract;

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but are not allowed to vote.

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

#### **Article 51. How to approve the resolution of the Board of Directors**

The Board of Directors approves decisions and issues resolutions on the basis of the majority of members of the Board of Directors attending the meeting. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors shall be the decisive vote.

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

#### **Article 52. Authorization of other persons to attend meetings of members of the Board of Directors**

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

#### **Article 53. Making minutes of the Board of Directors meeting**

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Time and place of the meeting;
- c. Purpose, agenda and contents of the meeting;
- d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
- e. Issues are discussed and voted on at the meeting;
- f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
- g. The voting results clearly state the members who approve, disagree and have no opinions;
- h. The issue was passed and the vote rate passed accordingly;
- i. Full name, signature of the chairman and the person making the record, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this record shall take effect.



3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

4. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the company's head office.

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

**Article 54. In case the chairman and/or secretary refuses to sign the minutes of the Board of Directors meeting**

*(Pursuant to the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14)*

In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 33 of this Regulation, this record shall take effect.

**Article 55. Notification of resolutions and decisions of the Board of Directors**

After issuing the Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the current order and regulations.

**Section 4. Person in charge of corporate governance**

**Article 56. Standards of the person in charge of corporate governance**

The person in charge of corporate governance of the company must be a person who is knowledgeable about the law, and must not work for an approved auditing organization that is auditing the company's financial statements.

**Article 57. Appointment of the person in charge of corporate governance**

The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

**Article 58. Cases of dismissal of the person in charge of corporate governance**

- No longer meet the criteria and conditions to be the person in charge of corporate governance as prescribed in Article 56 of this Regulation.

- Failing to complete assigned tasks and tasks.

- Have a letter of resignation and be approved.

**Article 59. Notice of appointment and dismissal of the person in charge of corporate governance**

The appointment and dismissal of the person in charge of corporate governance must be notified in accordance with the provisions of the Corporation's Charter, the Law on Enterprises and the Law on Securities.

**Article 60. Rights and obligations of the person in charge of corporate governance**

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

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

- Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

- Advising on the procedure of meetings;

- Attend meetings;

- Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;



- Providing 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 Board of Supervisors;
- Supervise and report to the Board of Directors on the Company's information disclosure activities;
- Acting as a point of contact with relevant interested parties;
- Confidentiality of information in accordance with the provisions of law and the company's Charter;
- Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER IV – BOARD OF SUPERVISORS**

### **Section 1. General Regulations**

#### **Article 61. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

- a. Propose and propose the General Meeting of Shareholders to approve an independent audit organization to audit the company's financial statements;
- b. To be responsible to shareholders for their supervisory activities;
- c. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers;
- d. Ensure coordination with the Board of Directors, the General Director and shareholders;
- e. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, they must notify in writing to the Board of Directors within forty-eight (48) hours, request the violator to stop the violation and take remedial measures;
- f. Formulate the Operation Regulation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval;
- g. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- h. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of managers and employees of the Company during working hours;
- i. Have the right to request the Board of Directors, members of the Board of Directors, General Director) and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company;
- j. Other rights and obligations as prescribed by law and this Charter.

2. Members of the Board of Directors, General Directors and other executives of enterprises must provide complete, accurate and timely information and documents on the management, administration and operation of the Company at the request of the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of the General Meeting of Shareholders and of the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the members of the Board of Supervisors at the same time and in accordance with the method. as for shareholders and members of the Board of Directors.



## **Article 62. Responsibilities of members of the Board of Supervisors**

1. Comply with the law, the company's charter, decisions of the representative agency and professional ethics in exercising the rights and obligations of the Controller.

2. Exercise the assigned rights and obligations in an honest, prudent and best manner to protect the interests of the State, the company and the legitimate interests of the parties at the company.

3. Loyal to the interests of the State and the company; not abusing their positions and using information, know-how, business opportunities and other assets of the company for self-interest or serving the interests of other organizations and individuals.

4. In case of violation of responsibilities specified in this Article and causing damage to the company, the Comptroller shall take personal responsibility or jointly compensate for such damage; depending on the nature and severity of the violation and damage, they may also be disciplined, administratively sanctioned or examined for penal liability in accordance with law; to refund to the company all incomes and benefits obtained from the breach of responsibilities specified in this Article.

5. Promptly report to the representative agency, and at the same time request the Comptroller to stop the violation and remedy the consequences in case such Comptroller is detected to have violated the assigned rights, obligations and responsibilities.

6. Promptly report to the company's representative agency, other controllers and relevant individuals, and at the same time request such individuals to stop their violations and remedy consequences in the following cases:

a. Detecting that there are members of the Board of members, the company's president, directors or general directors and other managers who violate regulations on their rights, obligations and responsibilities or are at risk of violating such regulations;

b. Detecting violations of the law, contrary to the provisions of the company's charter or the company's internal governance regulations.

7. Other responsibilities as prescribed by the Law on Enterprises and the company's charter.

## **Section 2. Regulations on the term of office, number, composition and structure of members of the Board of Supervisors**

### **Article 63. Term of office, number, composition and structure of members of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company is three (03) people. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:

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

b. Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous three (03) years.

3. Members of the Board of Supervisors shall elect one (01) of them as the Head; the election, dismissal and dismissal shall be carried out on the principle of majority. The Head of the Board of Supervisors must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities. The Head of the Board of Supervisors has the following rights and responsibilities:

a. Convening a meeting of the Board of Supervisors;



b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Supervisors;

c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

4. Members of the Board of Supervisors shall be dismissed from office in the following cases:

a. No longer meet the criteria and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b. Have a letter of resignation and be approved;

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

5. A member of the Board of Supervisors shall be dismissed in the following cases:

a. Failing to complete assigned tasks and jobs;

b. Repeated violations, serious violations of obligations of members of the Board of Supervisors in accordance with the provisions of the Law on Enterprises and the company's Charter;

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

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

#### **Article 64. Cases of dismissal or dismissal of members of the Board of Supervisors**

1. The General Meeting of Shareholders dismisses the Controller in the following cases:

a. No longer meet the criteria and conditions for working as a Controller as prescribed in Article 169 of the Law on Enterprises;

b. Have a letter of resignation and be approved;

c. Other cases are prescribed by the company's charter.

2. The General Meeting of Shareholders dismisses the Controller in the following cases:

a. Failing to complete assigned tasks and jobs;

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

c. Repeated violations, serious violations of the Controller's obligations under the provisions of the Law on Enterprises and the company's Charter;

d. Other cases according to the resolution of the General Meeting of Shareholders.

#### **Article 65. Notice of election, dismissal and dismissal of members of the Board of Supervisors**

After the decision on election, dismissal or dismissal of the Controller is issued, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the order and provisions of current laws.

#### **Article 66. Salaries and other benefits of members of the Board of Supervisors**

Salaries, remunerations, bonuses and other benefits of Comptrollers shall comply with the following provisions:

1. Controllers shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors;

2. Controllers shall be paid for meals, accommodation, travel, and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;



3. Salaries and operating expenses of the Board of Supervisors shall be included in the company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the company's annual financial statements.

## **CHAPTER V – GENERAL DIRECTOR**

### **Article 67. Responsibilities, rights and obligations of the General Director**

The CEO has the following powers and responsibilities:

- Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

- Decide on all matters that do not require a resolution of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day production and business activities in accordance with best management practices;

- To propose the number and types of managers that the company needs to hire for the Board of Directors to appoint or dismiss when necessary in order to carry out the activities as well as the good management structures proposed by the Board of Directors, and to advise the Board of Directors to decide on salaries, remuneration, benefits and other terms of labor contracts of managers;

- Consult with the Board of Directors to decide on the number of employees, salaries, benefits, appointments, dismissals, and other terms related to their employment contracts;

- On November 30 of each year, the Chief Executive Officer shall submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year (05) financial plan.

- Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

- Proposing measures to improve the Company's operation and management;

- Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual estimate (including the balance sheet, the report on production and business activities and the report on expected cash flows) for each fiscal year shall be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;

- Perform all other activities in accordance with the provisions of the Company's Charter and the Company's regulations, the resolutions of the Board of Directors, the labor contract of the CEO and the law.

The CEO is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these agencies when requested.

### **Article 68. Appointment of General Director**

The Board of Directors shall appoint a member of the Board or another person as the Chief Executive Officer and shall enter into a contract that sets out the salary, remuneration, benefits, and other terms related to the hiring. Information on the salary, allowances and benefits of the CEO must be reported in the Annual General Meeting of Shareholders and stated in the annual report and financial statements of the Company.

### **Article 69. Term of General Director**

The term of office of the Chief Executive Officer is 05 years unless otherwise specified by the Board of Directors and may be re-appointed for an unrestricted term.



## Article 70. Dismissal of the General Director

The Board of Directors may dismiss the Chief Executive Officer when two-thirds (2/3) or more of the members of the Board of Directors vote in favor (in this case the vote of the Chief Executive Officer is not counted) and appoint a new Chief Executive Officer to replace him. The dismissed CEO has the right to object to this dismissal at the nearest General Meeting of Shareholders.

## Article 71. Notice of appointment, dismissal, signing and termination of contracts for the General Director

After the decision on election, dismissal or dismissal of the General Director is issued, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the order and provisions of current laws.

## Article 72. Salary and other benefits of the General Director

1. The company has the right to pay remuneration and rewards to members of the Board of Directors, pay salaries and bonuses to the Director or General Director and other managers according to business results and efficiency.

2. The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of the General Director shall be included in the company's business expenses in accordance with the law on corporate income tax, which shall be reflected in a separate item in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

## Article 73. Enforcement effect

The internal regulation on corporate governance of Utxi Aquatic Products Processing Corporation consists of 5 chapters, 73 articles and takes effect from April 25, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN

(Sign, specify full name and seal)



Nguyen Trieu Dong