



**PROGRAM
ANNUAL GENERAL MEETING OF SHAREHOLDERS
YEAR 2026**

Time: 7:30 a.m., Thursday, July 30, 2026

Location: Hoan My Resort Ninh Chu, Yen Ninh Street, Quarter 3, Dong Hai Ward, Khanh Hoa Province

Time	Contents
7:30 – 8:00	<p>Registration procedures - Welcoming delegates</p> <ul style="list-style-type: none"> - Shareholders/representatives to present: ID Card/Passport and power of attorney (if any) - Receive voting slips, voting cards
08:00 – 08:30	<p>I. Opening</p> <ul style="list-style-type: none"> - Statement of Reasons – Delegate Introduction - Report on verification of the eligibility of shareholders/representatives to attend the General Meeting - Introduction of the Presiding Officer, Secretariat and election of the Vote Counting Committee
8:30 – 9:15	<p>II. Contents</p> <ol style="list-style-type: none"> 1. Approval of the Agenda and Working Regulations at the Congress 2. Report of the Board of Directors: <ul style="list-style-type: none"> * 2025 production and business results * Plan 2026 3. Report on the evaluation of the activities of the Board of Directors of independent members of the Board of Directors in 2025 4. Report on the activities of the Supervisory Board in 2025 and the plan for 2026 5. Report to the General Meeting of Shareholders: <ul style="list-style-type: none"> * Audited financial statements for 2025; * Profit distribution plan in 2025; * Production and business plan in 2026; * Remuneration of the Board of Directors and the Board of Directors in 2026; * Selection of independent auditors in 2026;

	<ul style="list-style-type: none"> * Amending and supplementing the Company's business lines; * Amendments and supplements to the Company's Charter. <p>6. Other related issues (if any)</p>
9:15-9:30	7. The General Meeting discusses and votes to approve the contents of the meeting
9:30-9:50	<i>Break (Halftime Snack) – Vote Counting</i>
9:50-10:15	8. Vote counting results
	9. Approval of the Resolution of the General Meeting
	<i>III. Closing</i>
	10. Closing Remarks

**ORGANIZING COMMITTEE OF THE
CONGRESS**



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

LETTER OF AUTHORIZATION

(Attending the Annual General Meeting of Shareholders in 2026)

1. AUTHORIZED PARTY:

Individual/Organization Name:
ID card/Passport/Business registration number:
Issue Date: Place of issue:
Shareholder code:
Address:
Phone:
Email:
Number of representative/owned shares: (In words: shares)

2. AUTHORIZED PARTY:

Personal Name:
ID card/Passport number:
Issue Date: Place of issue:
Address:
Phone:
Number of authorized shares: (In words: shares)

3. AUTHORIZATION CONTENTS:

- The Authorized Party may represent the Authorizing Party to attend the General Meeting and exercise all interests and obligations at the General Meeting of Shareholders corresponding to the number of authorized shares.
- This Power of Attorney is only effective from the date of signing until the end of the 2026 Annual General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company.
- We are fully responsible for this authorization and commit to strictly comply with the current provisions of the Law and the Charter of Lam Dong Foodstuffs Joint Stock Company.

AUTHORIZED PARTY
(Signed, Name, Stamped)

Date... month... year...
AUTHORIZER
(Sign, Full name, Stamp if it is an organization)



**WORKING REGULATIONS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
IN 2026**

LAM DONG FOODSTUFFS JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17/06/2020;

- Pursuant to the Charter of organization and operation of Lam Dong Foodstuffs Joint Stock Company,

In order for the 2026 Annual General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company to be conducted quickly and conveniently, ensuring the interests of shareholders and complying with the provisions of the Law on Enterprises and the Company's Charter. We would like to request the General Meeting of Shareholders to approve the Working Regulations at the 2026 Annual General Meeting of Shareholders, specifically as follows:

I. Shareholders attending the meeting

- Shareholders attending the General Meeting are shareholders and legally authorized representatives of shareholders named in the list of shareholders entitled to attend the meeting on the closing date of the list of shareholders (19/06/2026).

- At the general meeting of shareholders, each shareholder or authorized representative of the shareholder is entitled to receive a voting card/voting slip to attend the general meeting from the Shareholder Eligibility Verification Board.

- Shareholders and authorized representatives of shareholders must comply with the management of the Chairman of the General Meeting, create conditions for the meeting to take place smoothly and successfully, and comply with the regulations and working regulations of the General Meeting.

- Shareholders or authorized representatives of shareholders who arrive late (after the opening and the general meeting has worked) have the right to attend the meeting, have the right to participate in voting on all matters that take place afterwards. The results voted at the general meeting before the shareholders arrive are still legally valid (no re-voting).

II. Tasks of the Congress

- Voting to approve the Reports of the Board of Directors and the Company's Board of Directors;

- Voting to approve the Reports of the Board of Directors;

- Voting on other contents under the jurisdiction of the General Meeting of Shareholders.

III. Voting to approve the contents and decisions of the General Meeting of

Shareholders

1. Voting

a. Voting Principles

- All decisions of the General Meeting of Shareholders must be voted on publicly and directly under the management of the Chairman.

- The decision of the General Meeting of Shareholders shall be approved when the minimum ratio is reached as prescribed by law and the Company's Charter.

+ Decisions of the General Meeting of Shareholders related to the following issues shall be adopted when 65% or more of the total votes of voting shareholders are present in person or through authorized representatives present at the General Meeting of Shareholders:

✓ Type of shares and total number of shares of each type;;

✓ Change of business lines, professions and fields;

✓ Changes in the organizational structure of the Company's management;

✓ Reorganization and dissolution of the Company

✓ Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the company's latest financial statements, unless the company's charter stipulates other ratios or values.

+ Other contents shall be approved when 50% or more of the total votes attending the meeting are approved, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

- Each shareholder has the number of votes calculated by the total number of shares that he or she owns and is owned or authorized by his or her representative

b. How to vote

- Shareholders/representatives are entitled to receive a Voting Card/Voting Slip according to the Company's form, in which the full name and number of voting votes are inscribed.

- Shareholders/representatives vote in favor, disapproval, and no opinion on matters that must be approved by the General Meeting of Shareholders.

- The vote counting committee will count the votes according to each type of opinion of the shareholder/representative. The number of Approval cards is counted first, the number of Disapproval cards is counted later, and the number of No Comments cards is counted last.

- Shareholders are only allowed to vote once (01) time for one of the items of Approval, Disapproval, and No opinion when the Chairman of the Delegation requests a vote.

- Voting

+ How to record the voting slip: Shareholders mark "X" or "V" in one of the boxes: Agree, Disapprove or No opinion corresponding to each issue stated in the voting slip.

In case of voting issues arising in addition to the contents of the Voting Form, provided that these issues are approved by the General Meeting to be included in the contents

of the Voting Form, the shareholders shall write these new contents in the blank line of the Voting Form under the guidance of the Presiding Delegation or the Organizing Committee. Similarly, shareholders mark "X" or "V" in one of the boxes: Approve, Disapprove or No opinion corresponding to each added content.

+ Invalid Votes: Votes are considered invalid in the following cases:

✓ The voucher is not according to the prescribed form, is not issued by the Company, does not bear the Company's seal;

✓ The vote is crossed out, modified, added or incorrectly named, not on the list of contents that have been unanimously voted on by the General Meeting of Shareholders;

✓ The slip is torn and no longer intact;

✓ If 2 or more boxes are selected or crossed out or erased on each issue to be consulted, the voting on that issue is invalid; Other contents marked in accordance with regulations are still recorded as valid.

✓ There is no signature of the shareholder or the authorized representative of the shareholder.

+ In case the shareholder leaves a blank and does not tick any box, it is considered that there is no opinion.

+ The Vote Counting Committee must collect voting votes after the General Meeting of Shareholders votes.

IV. Comments at the General Meeting of Shareholders

Shareholders/representatives have the right to express their opinions on all matters to be discussed and voted on at the General Meeting of Shareholders, but must comply with the following regulations:

- When registering to speak, the voting card must be raised, stating the full name of the shareholder/representative and the number of shares with voting rights;

- With the consent of the presiding delegation;

- The content of the speech is concise, to the point and suitable to the contents being discussed for approval, the duration of the speech must not exceed 05 minutes.

V. Presiding Delegation

- The Chairman of the Board of Directors is the chairman of the General Meeting. In case the Chairman of the Board of Directors is absent, the remaining members of the Board of Directors shall elect one of the members of the Board of Directors to preside over the General Meeting.

- The presiding delegation consists of a number of members of the Board of Directors and managers of the Company appointed by the Chairman of the General Meeting.

- Tasks of the presiding delegation:

+ Controlling the General Meeting of Shareholders according to the Program and Regulations approved by the General Meeting of Shareholders;

+ Guide, discuss and vote on issues on the agenda;

+ Settle all related issues and arise during the General Meeting of Shareholders in

accordance with the approved Regulations, the Law on Enterprises and the Company's Charter.

+ The Chairman has the right not to reply or only record the comments of shareholders if the contents of the contributions and proposals are outside the contents of the consultation of the General Meeting.

+ Have the right to request competent agencies to maintain the order of the meeting or expel those who show signs of causing trouble, failing to comply with the executive power of the presiding delegation, preventing the normal development of the congress from the congress.

VI. Union secretary

- List of University Secretaries appointed by the chairman of the delegation.

- Duties of the Secretary:

+ Fully and accurately record the developments of the meeting, opinions discussed in the General Meeting of Shareholders;

+ Make the minutes of the General Meeting of Shareholders;

+ Prepare and read the Draft Resolution of the General Meeting of Shareholders

+ Perform support jobs as assigned by the Presidium.

VII. Vote Counting Committee

- The list of the University Vote Counting Committee consists of 01 head and members approved by the General Meeting of Shareholders.

- Tasks of the Vote Counting Committee:

+ Instruct shareholders on how to use voting cards/voting papers, voting methods.

+ Inspect and supervise the voting of shareholders.

+ Organize the vote counting, ensure that the vote counting must ensure accuracy, transparency, objectivity, timeliness and strictly comply with the provisions of law and this Regulation. In case the Vote Counting Committee cannot accurately identify the relevant shareholders who do not have the right to vote on each issue due to lack of information or due to incomplete or unclear legal provisions, the votes of such shareholders shall still be counted.

+ Make a record of vote counting.

+ Announce the results of vote counting and hand over all documents to the chairman of the delegation for safekeeping.

VIII. Minutes and Resolutions of the General Meeting of Shareholders

The contents of the General Meeting of Shareholders shall be made into a Minutes.

The minutes of the General Meeting of Shareholders shall be read and approved before the closing of the General Meeting of Shareholders. The minutes of the General Meeting, the minutes of the examination of shareholder status, the minutes of vote counting and other documents related to the developments and results of the General Meeting shall be kept at the Company's headquarters.

Based on the results of the meeting, the Chairman issues a Resolution of the General Meeting of Shareholders on the issues approved by the General Meeting of Shareholders.

IX. Other matters:

In order for the General Meeting of Shareholders to take place in an orderly and quality manner and ensure the time to request shareholders/representatives:

- Do not speak privately during the meeting;
- Turn off or leave the mobile phone's silence mode during the meeting;
- If it is necessary to make telephone contact, they must leave the meeting room;
- If the shareholder/representative is absent from the meeting room (for any reason) during the voting period, the number of voting shares of such shareholder/representative shall be counted as Approval when the General Meeting of Shareholders votes;
- The General Meeting of Shareholders may work through the hours (beyond the morning break or early afternoon) to complete the agenda and ensure the voting rate to approve the contents that need to be voted on at the 2026 Annual General Meeting of Shareholders.
- Shareholders attending the General Meeting are responsible for complying with this Regulation.

This Regulation was approved at the 2026 Annual General Meeting of Shareholders of the Company./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

Dinh Thi Mong Van



**REPORT OF THE BOARD OF DIRECTORS ON
PRODUCTION AND BUSINESS RESULTS IN 2025 AND
PRODUCTION AND BUSINESS PLAN IN 2026**

To: Shareholders of Lam Dong Foodstuffs Joint Stock Company

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors directed the Executive Management Board to implement comprehensive solutions aimed at achieving the approved business objectives.

The Board of Directors respectfully submits to the General Meeting of Shareholders the report on the Company's 2025 business performance and the 2026 business plan as follows:

PART I:

2025 BUSINESS PERFORMANCE RESULTS

I. 2025 Business Performance Results

1/ Achievement of Key Targets

Based on the Resolution of the 2025 Annual General Meeting of Shareholders and actual market developments, the Board of Directors directed the Executive Management Board to implement business, financial management, and market development solutions to accomplish the assigned objectives.

The implementation results of key performance indicators in 2025 are as follows:

No.	Indicator	Unit	2024	2025 Plan	2025 Actual	Comparison (%)	
						2025/2024	Actual/Plan
1	Revenue from sales and provision of services	Billio n VND	93,3	104,5	111,5	119,5	106,7
2	Profit before tax	Billio n VND	0,496	1,42	7,39	1.489,9	520,4

Note: The special consumption tax reduced when presented in the Financial Statements in 2024 is VND 20.8 billion and in 2025 is VND 25.0 billion.

In 2025, the Company will achieve **revenue of VND 111.5 billion**, up **19.5%** compared to 2024 and **exceeding 6.7%** compared to the year plan. This result was achieved thanks to the Company's stable maintenance of production and business activities, expansion of

consumption markets, improvement of product quality and effective implementation of sales policies.

Profit before tax reached VND 7.39 billion, a sharp increase compared to VND 0.496 billion in 2024, equivalent to **an increase of 1,489.9%**, and **exceeded 520.4%** of the plan. This result shows that the efficiency of the Company's production and business activities has been significantly improved. In addition to the growth in revenue, the Company has done a good job of cost management, saving raw materials, optimizing production processes and improving labor productivity, thereby contributing to increasing profits.

At the same time, the Company has optimized the use of idle money through savings deposits at commercial banks to improve the efficiency of capital use and cash flow.

In general, the revenue and profit targets have exceeded the plan assigned by the General Meeting of Shareholders, creating a solid financial foundation for the Company to continue to invest, expand production and improve competitiveness in the coming time.

2/ The situation of organization and implementation of production and business activities

2.1 Organizational work

In 2025, the Company's organizational structure will be maintained stably, meeting the requirements of management and administration of production and business activities.

2.2. Financial management

Regarding financial work, the Company has developed and implemented a periodic financial plan to ensure capital for production and business activities with reasonable capital use costs. The Board of Directors regularly supervises the implementation of financial plans, capital and cost management, and directs the adjustment of production and business activities in accordance with market developments.

The company has audited the financial statements for 2025 in accordance with regulations. On the basis of the authorization of the 2025 General Meeting of Shareholders, the Board of Directors has selected AASC Auditing Firm Co., Ltd. as an independent auditing unit to audit the Company's 2025 financial statements.

In addition, the Company fully fulfills the obligation to report, disclose information and publicize the results of production and business activities with the State Securities Commission and the Hanoi Stock Exchange in accordance with current regulations.

2.3. Wine production and trading activities

a) Manufacturing plants

- In 2025, the Company will continue to maintain stable production activities at the factory, focusing on quality management, equipment maintenance and improving the professional qualifications of employees. Regulations on food hygiene and safety are fully implemented, ensuring product quality before being put on the market.

- The domestic supply of raw materials is basically stable in terms of price and output, meeting the production needs of the Company. For suppliers that have not met the quality or schedule requirements, the Company has promptly requested remediation or switched to more suitable suppliers.
- Some imported materials continue to be affected by the scarcity of raw materials, price fluctuations and prolonged transportation time due to the impact of the world geopolitical situation. Faced with that situation, the Company has actively sought suitable alternatives to ensure production progress.
- The results of the implementation of the production plan in 2025 show that the output of finished products exceeds 10% of the plan; the output of semi-finished fermentation exceeded 93% of the plan. The company also reduced investment in machinery and equipment and capital construction, with the implementation value equal to 61% of the original plan.
- During the year, the Company does not allow occupational accidents, fires and explosions or cases of occupational diseases.
- In terms of technology and quality management, the Company continues to maintain its position as one of the enterprises with a large market share in the domestic wine industry, while maintaining a quality control system according to ISO 22000:2018 and HACCP standards. All products are tested for physicochemical, sensory and microbiological indicators before being put on the market.
- Technology management is strictly implemented in accordance with internal regulations. Incidents arising in the production process are recorded and handled in a timely manner; Regulations on the use of materials, raw materials and operational safety are regularly updated to improve production efficiency.
- In terms of product research and development, the Company continues to promote R&D activities to diversify its product portfolio, improve quality and meet new consumer trends. During the year, the Company launched products such as Olong Tea Wine and Café Moka Wine; at the same time, complete research for the production of new product groups including: 4 fermented juice products, 3 grape wine juice products, 5 healthy fruit juice products and 5 kombucha products.
- In addition, the Company implements 9 Kaizen initiatives, contributing to improving working conditions, improving productivity and reducing costs. Some initiatives offer effective cost savings of up to 55% at the applied stages.

b) Sales activities

Domestic Market:

- In 2025, Ladofoods will continue to affirm and maintain its leading position in the wine industry in Vietnam. In the context of other domestic producers continuously downsizing or shifting completely to importing bottled wine, Ladofoods' market share recorded solid growth. Growth in 2025 as reported above. Currently, Ladofoods occupies more than 80% of the market share of domestically produced wines.
- Distribution channel coverage: The Company's products are widely present in 34 provinces and cities nationwide through:

- Traditional retail outlets (GT): Shops specializing in alcohol, groceries with alcohol sales licenses, points of sale in tourist areas, etc.
 - The system of supermarkets and modern convenience stores (MT) has a license to sell alcohol.
 - The company's direct B2C selling points are Dien Bien Phu Showroom Ho Chi Minh, Vong Thi Hanoi Showroom (opening in 07/2025), Shop in shop in Ho Chi Minh City (Co.opmart Phan Van Tri, Phu Tho), Shop in shop in Hanoi (Go! Thang Long).
 - E-commerce: Shopee, Lazada, Tiktok shop. Shopee grew by 300% and successfully developed the Vivazz line on Tiktok Shop and maintained an average sales of 150 orders/day. In the 2025 Wine Industry Metric Report, Ladofoods ranks in the top 3 in terms of consumption, (Top 1 and top 2 are two trading companies with many types of wine, focusing on low-cost bottled products and foreign brands).
- Products:
- Non-alcoholic product line - Vivazz Sparkling Juice: Reach young users, families and increase sales through Shop in shop points of sale at supermarkets and Tiktokshop platform.
 - Vivazz Sangria youth product line: Maintaining a large market share in the MT channel thanks to the light alcohol concentration, in line with current consumption trends. In 2025, it will record a growth of 9.4% (reaching 9.5 billion compared to 8.7 billion over the same period).
 - Dalat Wine Line (Popular Segment): Stable consumption in major cities and key tourist destinations, accounting for a large consumption market share at GT Canal (accounting for 68%) thanks to Da Lat Wine being the number one priority traditional brand in the Tet gift baskets and Local Wine suitable for the choice of foreign tourists to Vietnam.
 - Chateau Dalat series (Premium segment): In 2025, Chateau Dalat will grow by 36.6%, of which, the Sparkling Wine line will achieve the highest growth of 44% thanks to its quality and price with the strength of direct competition with mid-range imported wines. In addition, the product is chosen by foreign tourists to consume a lot in the tourism markets of Nha Trang and Phu Quoc. The proportion of Chateau Dalat accounts for 14% of the total products consumed.

Consumer Landscape and Market Challenges:

- Economic pressures and tightening spending: According to PwC's "Voice of the Consumer Survey 2025", more than 48% of Vietnamese consumers consider economic instability as a top threat and give top priority to the price factor. The wave of personnel cuts in the export industries (textiles, footwear), the freezing of the real estate market has sharply reduced disposable income. People sharply cut non-essential spending, shifting Tet gift baskets from wine to practical necessities.
- Strict Legal Impact: The strict control of Decree 336/2025/ND-CP on sanctioning administrative violations in the field of traffic (alcohol concentration control) and the Law on Prevention and Control of Alcohol Harm has profoundly changed consumer behavior at restaurants, causing a serious decline in the consumption capacity of the alcoholic beverage industry (including beer, soju, spirits and wine).
- Excise tax rate: The 35% excise tax imposed on domestically produced wines puts great pressure on profit margins. In order to maintain price competitiveness with imported wine (benefiting from free trade agreements FTA, CPTPP, EVFTA), Ladofoods has had to

actively review and cut production costs to accept thinner profit margins to retain customers.

- Difficulties from foreign supermarket channels: Many large foreign-owned supermarket systems tend to import their own wines and set their own labels (private labels), and at the same time tighten the number of SKUs displayed and extend the payment period due to cash flow difficulties, directly narrowing the domestic wine display space. Some new supermarkets have shaped products specializing in flooding such as Kingfood Mart, Farmer Market ... did not agree to sell Ladofoods to reduce the opportunity to expand market share and reach consumers.
- The transformation of the tourism industry: Although the number of international tourists is growing, Ladofoods' traditional customer segment is Russian tourists who have not yet returned, so consumption is not as good as before the epidemic. Korean tourists have high growth but mainly go on cheap package tours with low operating profit margins. In 2025, the number of Indian tourists will increase, but this audience will spend poorly and do not use wine. In addition, the trend of domestic "non-alcoholic tourism" also reduces direct consumption at attractions.
- Challenges from the distribution system: Many supermarket partners, agents, and stores that have re-optimized finances have tightened inventory, reduced the size of orders and prioritized the display of essential and fast-moving goods groups. The increase in the control of counterfeit goods and alcohol retail licenses in 2025 has caused many points of sale to stop operating, and the number of alcohol sales points has decreased sharply. The B2B channel noted that businesses limited their choice of alcoholic products.
- Unhealthy competitor behavior: The counterfeiting of the "Da Lat wine" trademark still appears during the Tet season and businesses importing wine to bottle ambiguous brands and origins to deceive consumers.

International Business Market:

- Ladofoods is currently the only domestic wine producer in Vietnam that is synchronously invested from raw material areas to modern technology according to European standards, the story of Vietnam's Wine, a tropical country is also conveyed to consumers of importing countries to create a unique point, expand consumption opportunities.
- In 2025, more exports to the Thai market will be opened (255 million)
- The markets of Laos and Japan also had good growth over the same period, reaching growth rates of 31.2% and 50.96%, respectively.
- The international business channel in 2025 will grow by 47.7% (reaching 1.95 billion compared to the same period in 2024 1.32 billion).

c) Marketing and communication activities

- Ladofoods identifies brand communication as a core part of its sustainable development strategy. In 2025, the Company will continue to promote consistent communication towards building the brand image of Dalat Wine and Chateau Dalat associated with modern consumer culture and exquisite lifestyle.
- Point-of-sale optimization in Dalat (POSM):

- Implementing a targeted display program at 20 restaurants specializing in wine to maintain the existence and choose to use Chateau Dalat at restaurants in Da Lat.
- Implement product display booths at Van Thanh Flower Village and Nong Pho to reach and sell to visitors.
- Implementing the Giftbox 187 ml product set display shelf for Da Lat market + special preferential prices for tourists to stay in order to increase the touch point and create an alternative to gift products for tourists to buy as gifts.
- Trade Promotion and Typical Events:
 - Present at large-scale specialized fairs: Lam Dong Trade Connection Conference in 2025 with the Northern provinces, Giao Season Fair – Ana Mandara Villas Dalat with guests participating by artists nationwide in October 2025, Quang Tri Business Business Connection Event in the South (held in Ho Chi Minh City).
 - Participating in departmental events to connect sales during the peak Tet season: Meeting of the Executive Committee of the Tourism Association of the three provinces of Lam Dong, Binh Thuan and Dak Nong after the 1st provincial merger, Communication and introduction at the 1st Party Congress of Xuan Huong – Da Lat Ward, Displaying and introducing products, welcoming the 1st Lam Dong Provincial CCB Congress, term 2025 – 2030.
 - Sponsorship of mainstream diplomatic events: Events celebrating the National Day of the Czech Republic, National GT Customer Conference.
- Tet 2026 campaign: Successfully designed a Tet 2026 gift set rich in cultural significance combining specialties and wine. Implement synchronous display activities at Key points of sale nationwide from 12/2025 to 01/2026.
- Creative Digital Media:
 - Coordinating with Golden Lotus Company, introducing meaningful gift sets for the 2026 Tet season with the introduction and selection of Misses, Runners-up, and Male Kings.
 - Developing more Olong and Moka Wine Gift Sets to make a difference in the Wine market and the story of the land that makes the product.
 - The Tet gift set is full of meaning and sincere messages:
 - Sustainable Companion - appreciate cherished moments and celebrate long-term durability.
 - Parallel Bonding - sharing, bonding and connecting meaningful moments.
 - Phuc Loc Hoa Ca - a bright picture, full of rhythm of life is a wish for a harmonious, prosperous and prosperous life.
 - An Khang Four Quarters - a full package of wishes for peace, luck and fullness throughout the four seasons, a prosperous and happy life all year round.
 - The Lu Hop Phu Quy - the intersection of noble, pure and resilient values - is a wish for good luck, prosperity and sustainability in life.
 - Fortune Opening - opening up good luck, new luck, and the beginning of happiness.
 - Ma Phi Xuan Vinh - accelerating career, promotion, glorious business in the new year
 - Dai Cat Tuong Lo - the whole year is favorable, everywhere you go, you will encounter opportunities, all kinds of happiness...

III. Activities of the Board of Directors

1. Meeting organization and administration

In 2025, the Board of Directors has held periodic and extraordinary meetings according to regulations to consider and decide on important issues related to production and business activities, finance, investment, human resources and development orientation of the Company.

The Board of Directors has fully performed its functions, tasks and powers in accordance with the provisions of law and the Company's Charter; at the same time, strengthen the supervision, direction and promulgation of resolutions and decisions as a basis for the Executive Board to organize the implementation.

At the meetings, the Board of Directors fully attends to report and explain the contents under their management and propose management solutions in accordance with the actual situation. The Board of Directors highly appreciates the spirit of initiative, responsibility and drastic of the Executive Board in organizing the implementation of assigned tasks.

2. Regarding transactions with related parties

Transactions with the Company's related parties in 2025 have been carried out and announced in accordance with the provisions of the law. The detailed content is presented in the 2025 Audited Financial Statements and the 2025 Corporate Governance Report.

3. Supervision activities of the Board of Directors over the Board of Directors

The Board of Directors regularly monitors and supervises the implementation of the resolutions of the General Meeting of Shareholders and decisions of the Board of Directors in order to ensure that the Company's operations comply with the law, are in line with the strategic orientation and achieve efficiency in production and business activities.

Issues under the jurisdiction of the Board of Directors are reported, consulted and implemented by the Executive Board after being approved according to regulations.

The Board of Directors recognizes and appreciates the efforts of the Board of Directors and all officers and employees in maintaining stable production and business activities, ensuring financial safety and improving the Company's operational efficiency in the context of many difficulties and challenges.

4. Report on the remuneration of the Board of Directors and the salary paid by the Board of Directors in 2025

Name	Position	01/04/2025 – 31/3/2026	
		Amount	received
		(VND)	
Dinh Thi Mong Van	Chairman of the Board of Directors		36.000.000
Tran Chi Son	Member of the Board of Directors (Dismissed on August 15, 2025)		12.500.000
Do Thanh Trung	Member of the Board of Directors cum General Director		-
Pham Thu Hien	Member of the Board of Directors (Appointed on August 15, 2025)		10.000.000
Hoang Thi Ha	Member of the Board of Directors (Appointed on August 15, 2025)		10.000.000
Nguyen Luong Tam	Member of the Board of Directors		30.000.000

Nguyen Phu Cuong	Member of the Board of Directors (Dismissed on August 15, 2025)	12.500.000
Dang Minh Tuyen	Deputy General Director (Dismissed on May 12, 2025)	135.500.000
Phan Anh Tu	Chief Accountant	346.056.000

PART II:

PRODUCTION AND BUSINESS PLAN IN 2026

I. Production and business plan

In 2026, it is forecasted that there will continue to be many difficulties for the alcoholic beverage industry when the market purchasing power has not fully recovered, input costs are still potentially fluctuating and management regulations related to alcoholic beverage consumption continue to impact consumer behavior.

In that context, the Company determined to focus on improving the efficiency of production and business activities, promoting the restructuring of the product portfolio, developing product lines of non-alcoholic beverages and beverages to serve health needs, and at the same time continuing to promote the advantages of traditional wine product lines.

On the basis of assessing the implementation situation in 2025 and the market prospects in 2026, the Company develops a production and business plan as follows:

No.	Indicator	Unit	2025 Actual	2026 Plan	2026 Plan/2025 Actual (%)
1	Revenue from sales and provision of services	Billion VND	111,5	142,0	129,1
2	Profit before tax	Billion VND	7,39	16,36	221,4

II. Main solutions to implement the 2026 production and business plan

1. Production Organization:

- Proactively plan flexible production schedules. Grasp the actual needs of the market, respond in a timely manner. Divide the production plan into appropriate months of the year to reduce the pressure at the end of the year.
- Strengthen control on the production line, quality of finished products, and strictly supervise regulations in production. Ensure product quality, minimize defective products on the market, minimize the rate of reprocessing.
- Ensuring food hygiene and safety, labor safety; Maintain labor discipline, reasonable and effective labor arrangement and division. Increase labor productivity.
- Control costs in planned production. Well manage goods, supplies, raw materials, machinery and equipment.
- Review the stages in the process, adjust and cut redundant stages.
- Strongly implement digital transformation, use proficient software in planning and controlling work performance, production and business control.

2. Supply of supplies and raw materials:

- Develop detailed plans and schedules for the supply of materials and raw materials on a monthly and quarterly basis, ensure sufficient supply of raw materials, increase the level of safe reserves; quality and reasonable prices; closely follow the development of the fruit crop to have a purchase plan to achieve the set output.
- Collect information on the general situation and prices of major materials of the factory. Search for new sources of supply that meet the criteria of quality, time and price;
- In order to ensure the production plan in the year, there are timely and effective procurement solutions for key materials and materials: grapes, mulberries, imported materials.
- Flexibly meet the demand for materials and raw materials for new arising markets, for the development of new products and experimental products.

3. Research work:

Continue to promote research and development of new products in line with consumer trends. Strengthen coordination between research, production and sales departments to improve product quality and shorten the time to market. At the same time, expand cooperation with OEM partners to diversify the product portfolio.

4. Investment in capital construction, machinery and equipment:

Effective use of existing machinery and equipment systems; implement approved investment items, including solar power systems and additional equipment for production to improve operational efficiency.

5. Financial work:

Ensure capital sources for production and business activities; strengthening cost control; implementing savings policies; improve the efficiency of financial management and continue to apply Bravo management software in administration.

6. Quality and Environment Management:

Continue to maintain and improve the efficiency of the ISO 22000:2018 and HACCP quality management systems; strengthen the quality control of raw materials, semi-finished products and finished products; fully implement regulations on environmental protection and food safety.

7. Organization and personnel:

Continue to consolidate the human resources, implement the training plan in 2026, improve professional qualifications and skills for employees; maintaining 5S and Kaizen programs; building a safe, professional and efficient working environment.

8. Consumption Market:

- Ladofoods' 2026 business strategy is shaped on a long-term foundation: building Vietnam's wine industry, developing the value of Vietnamese agricultural products and creating a highly competitive Vietnamese specialty food and beverage ecosystem.
- Product Strategy: Ladofoods not only sells wine but also creates a rich ecosystem of fermented beverages and highland specialties:
 - Absolute leadership in domestic wines through Da Lat Wines (Leading the culture of bringing wine into daily life) and Chateau Dalat (representative of Vietnam's most

- high-end wine brand, serving the external activities of the Government and large enterprises.)
- Expanding into the Fermented Beverage and Health Beverage Ecosystem through the development of a new product line Vivazz (fermented juice, natural mineral-vitamin-probiotic-balanced drink from grapes and tropical fruits) to catch up with the healthy consumption trend of Gen Z.
 - Da Lat and Highlands Specialty Ecosystem through:
 - The Highlands 1600 bottled water flow from the water source is 1600 meters above sea level, which is the pure watershed where clouds and mountains meet.
 - A prestigious and quality Da Lat specialty line with the LaFarm brand.
 - Shift the go-to-market model from traditional sales to distribution based on end-consumer behavior and experience.
 - Detailed market development plan in 2026:
 - Expand domestic coverage: Expand product coverage in urban areas and develop deep into potential rural markets.
 - Developing tourism-based distribution: Making the most of the strengths of "Local Wine" to cover products in major tourist cities of Vietnam where many international tourists and foreigners live: Phu Quoc, Da Nang, Nha Trang, Ha Long, etc Hai Phong...
 - Focus on personalized B2B channels: Deploy the service of processing bottle labels, packaging, and gift boxes according to the requirements of each large partner enterprise as a year-end gift for partners.
 - Breakthrough E-Commerce (B2C Online): Continue to promote viral content and expand the FOC and Affiliate teams to maintain the heat with current Vivazz products. In addition, optimize and implement strong e-commerce activities from October to make the most of the opportunity to consume wine, gifts and the Tet season.
 - Opened 01 more Shop in Shop in Ho Chi Minh City and 01 point in Hanoi to increase sales conversion from online to offline. Continue to aim for sustainable development through direct sales from the factory to consumers. In parallel, connect to fast food and beverage delivery applications for home delivery within 2 hours.
 - International Business:
 - Continue to take advantage of and expand distribution in export markets that have recorded good signals such as Laos, Japan, and Singapore.
 - Continue to closely follow Thai partners to maintain the pace of consumption and export.
 - Actively participate in international beverage fairs and exhibitions in Southeast Asia to find partners, flexibly adjust packaging design to suit the consumer tastes of each importing country (Asia, Africa).

9. **Marketing – Communication:**

- Wine Cellar Tourism - The core communication channel that touches consumers: Transforming the underground Dalat Wine Cellar into the leading wine culture experience center in Vietnam. Tourists come here not only to visit but to directly experience the production process that feels the soul of Da Lat in each product.
- Marketing budget 5% of revenue. In which, the 6 billion plan focuses on Launching the new Vivazz product line to ensure the achievement of 3 goals: Information (introducing new products), Persuasion (customers feel the product) and Reminders (maintaining modern and healthy consumer behavior of Vivazz products).

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 - The program of experience, sampling, activation at the point of sale, ensuring access to attract consumers around the point of sale and CRM activities to attract consumers to return to buy again and increase the customer lifecycle.
 - Invest in developing online channel sales through Consumer Experience Videos, Ads to reach target consumers.
 - Experiential activities at Da Lat Showroom create a spread.

The above is the Board of Directors' Report on the Company's business performance in 2025 and its business plan for 2026. The Board of Directors would like to express its sincere gratitude to our shareholders for their trust, support, and continued partnership, as well as to our customers, business partners, and all employees for their valuable contributions to the Company's achievements during the past year.

Recipients:

- Shareholders;
- Board of Directors;
- Archives.

**ON BEHALF OF THE BOARD
OF DIRECTORS
CHAIRPERSON**

Dinh Thi Mong Van



**REPORT OF THE BOARD OF DIRECTORS ON
PRODUCTION AND BUSINESS RESULTS IN 2025 AND
PRODUCTION AND BUSINESS PLAN IN 2026**

To: Shareholders of Lam Dong Foodstuffs Joint Stock Company

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors directed the Executive Management Board to implement comprehensive solutions aimed at achieving the approved business objectives.

The Board of Directors respectfully submits to the General Meeting of Shareholders the report on the Company's 2025 business performance and the 2026 business plan as follows:

PART I:

2025 BUSINESS PERFORMANCE RESULTS

I. 2025 Business Performance Results

1/ Achievement of Key Targets

Based on the Resolution of the 2025 Annual General Meeting of Shareholders and actual market developments, the Board of Directors directed the Executive Management Board to implement business, financial management, and market development solutions to accomplish the assigned objectives.

The implementation results of key performance indicators in 2025 are as follows:

No.	Indicator	Unit	2024	2025 Plan	2025 Actual	Comparison (%)	
						2025/2024	Actual/Plan
1	Revenue from sales and provision of services	Billio n VND	93,3	104,5	111,5	119,5	106,7
2	Profit before tax	Billio n VND	0,496	1,42	7,39	1.489,9	520,4

Note: The special consumption tax reduced when presented in the Financial Statements in 2024 is VND 20.8 billion and in 2025 is VND 25.0 billion.

In 2025, the Company will achieve **revenue of VND 111.5 billion**, up **19.5%** compared to 2024 and **exceeding 6.7%** compared to the year plan. This result was achieved thanks to the Company's stable maintenance of production and business activities, expansion of

consumption markets, improvement of product quality and effective implementation of sales policies.

Profit before tax reached VND 7.39 billion, a sharp increase compared to VND 0.496 billion in 2024, equivalent to **an increase of 1,489.9%**, and **exceeded 520.4%** of the plan. This result shows that the efficiency of the Company's production and business activities has been significantly improved. In addition to the growth in revenue, the Company has done a good job of cost management, saving raw materials, optimizing production processes and improving labor productivity, thereby contributing to increasing profits.

At the same time, the Company has optimized the use of idle money through savings deposits at commercial banks to improve the efficiency of capital use and cash flow.

In general, the revenue and profit targets have exceeded the plan assigned by the General Meeting of Shareholders, creating a solid financial foundation for the Company to continue to invest, expand production and improve competitiveness in the coming time.

2/ The situation of organization and implementation of production and business activities

2.1 Organizational work

In 2025, the Company's organizational structure will be maintained stably, meeting the requirements of management and administration of production and business activities.

2.2. Financial management

Regarding financial work, the Company has developed and implemented a periodic financial plan to ensure capital for production and business activities with reasonable capital use costs. The Board of Directors regularly supervises the implementation of financial plans, capital and cost management, and directs the adjustment of production and business activities in accordance with market developments.

The company has audited the financial statements for 2025 in accordance with regulations. On the basis of the authorization of the 2025 General Meeting of Shareholders, the Board of Directors has selected AASC Auditing Firm Co., Ltd. as an independent auditing unit to audit the Company's 2025 financial statements.

In addition, the Company fully fulfills the obligation to report, disclose information and publicize the results of production and business activities with the State Securities Commission and the Hanoi Stock Exchange in accordance with current regulations.

2.3. Wine production and trading activities

a) Manufacturing plants

- In 2025, the Company will continue to maintain stable production activities at the factory, focusing on quality management, equipment maintenance and improving the professional qualifications of employees. Regulations on food hygiene and safety are fully implemented, ensuring product quality before being put on the market.

- The domestic supply of raw materials is basically stable in terms of price and output, meeting the production needs of the Company. For suppliers that have not met the quality or schedule requirements, the Company has promptly requested remediation or switched to more suitable suppliers.
- Some imported materials continue to be affected by the scarcity of raw materials, price fluctuations and prolonged transportation time due to the impact of the world geopolitical situation. Faced with that situation, the Company has actively sought suitable alternatives to ensure production progress.
- The results of the implementation of the production plan in 2025 show that the output of finished products exceeds 10% of the plan; the output of semi-finished fermentation exceeded 93% of the plan. The company also reduced investment in machinery and equipment and capital construction, with the implementation value equal to 61% of the original plan.
- During the year, the Company does not allow occupational accidents, fires and explosions or cases of occupational diseases.
- In terms of technology and quality management, the Company continues to maintain its position as one of the enterprises with a large market share in the domestic wine industry, while maintaining a quality control system according to ISO 22000:2018 and HACCP standards. All products are tested for physicochemical, sensory and microbiological indicators before being put on the market.
- Technology management is strictly implemented in accordance with internal regulations. Incidents arising in the production process are recorded and handled in a timely manner; Regulations on the use of materials, raw materials and operational safety are regularly updated to improve production efficiency.
- In terms of product research and development, the Company continues to promote R&D activities to diversify its product portfolio, improve quality and meet new consumer trends. During the year, the Company launched products such as Olong Tea Wine and Café Moka Wine; at the same time, complete research for the production of new product groups including: 4 fermented juice products, 3 grape wine juice products, 5 healthy fruit juice products and 5 kombucha products.
- In addition, the Company implements 9 Kaizen initiatives, contributing to improving working conditions, improving productivity and reducing costs. Some initiatives offer effective cost savings of up to 55% at the applied stages.

b) Sales activities

Domestic Market:

- In 2025, Ladofoods will continue to affirm and maintain its leading position in the wine industry in Vietnam. In the context of other domestic producers continuously downsizing or shifting completely to importing bottled wine, Ladofoods' market share recorded solid growth. Growth in 2025 as reported above. Currently, Ladofoods occupies more than 80% of the market share of domestically produced wines.
- Distribution channel coverage: The Company's products are widely present in 34 provinces and cities nationwide through:

- Traditional retail outlets (GT): Shops specializing in alcohol, groceries with alcohol sales licenses, points of sale in tourist areas, etc.
- The system of supermarkets and modern convenience stores (MT) has a license to sell alcohol.
- The company's direct B2C selling points are Dien Bien Phu Showroom Ho Chi Minh, Vong Thi Hanoi Showroom (opening in 07/2025), Shop in shop in Ho Chi Minh City (Co.opmart Phan Van Tri, Phu Tho), Shop in shop in Hanoi (Go! Thang Long).
- E-commerce: Shopee, Lazada, Tiktok shop. Shopee grew by 300% and successfully developed the Vivazz line on Tiktok Shop and maintained an average sales of 150 orders/day. In the 2025 Wine Industry Metric Report, Ladofoods ranks in the top 3 in terms of consumption, (Top 1 and top 2 are two trading companies with many types of wine, focusing on low-cost bottled products and foreign brands).
- Products:
 - Non-alcoholic product line - Vivazz Sparkling Juice: Reach young users, families and increase sales through Shop in shop points of sale at supermarkets and Tiktokshop platform.
 - Vivazz Sangria youth product line: Maintaining a large market share in the MT channel thanks to the light alcohol concentration, in line with current consumption trends. In 2025, it will record a growth of 9.4% (reaching 9.5 billion compared to 8.7 billion over the same period).
 - Dalat Wine Line (Popular Segment): Stable consumption in major cities and key tourist destinations, accounting for a large consumption market share at GT Canal (accounting for 68%) thanks to Da Lat Wine being the number one priority traditional brand in the Tet gift baskets and Local Wine suitable for the choice of foreign tourists to Vietnam.
 - Chateau Dalat series (Premium segment): In 2025, Chateau Dalat will grow by 36.6%, of which, the Sparkling Wine line will achieve the highest growth of 44% thanks to its quality and price with the strength of direct competition with mid-range imported wines. In addition, the product is chosen by foreign tourists to consume a lot in the tourism markets of Nha Trang and Phu Quoc. The proportion of Chateau Dalat accounts for 14% of the total products consumed.

Consumer Landscape and Market Challenges:

- Economic pressures and tightening spending: According to PwC's "Voice of the Consumer Survey 2025", more than 48% of Vietnamese consumers consider economic instability as a top threat and give top priority to the price factor. The wave of personnel cuts in the export industries (textiles, footwear), the freezing of the real estate market has sharply reduced disposable income. People sharply cut non-essential spending, shifting Tet gift baskets from wine to practical necessities.
- Strict Legal Impact: The strict control of Decree 336/2025/ND-CP on sanctioning administrative violations in the field of traffic (alcohol concentration control) and the Law on Prevention and Control of Alcohol Harm has profoundly changed consumer behavior at restaurants, causing a serious decline in the consumption capacity of the alcoholic beverage industry (including beer, soju, spirits and wine).
- Excise tax rate: The 35% excise tax imposed on domestically produced wines puts great pressure on profit margins. In order to maintain price competitiveness with imported wine (benefiting from free trade agreements FTA, CPTPP, EVFTA), Ladofoods has had to

actively review and cut production costs to accept thinner profit margins to retain customers.

- Difficulties from foreign supermarket channels: Many large foreign-owned supermarket systems tend to import their own wines and set their own labels (private labels), and at the same time tighten the number of SKUs displayed and extend the payment period due to cash flow difficulties, directly narrowing the domestic wine display space. Some new supermarkets have shaped products specializing in flooding such as Kingfood Mart, Farmer Market ... did not agree to sell Ladofoods to reduce the opportunity to expand market share and reach consumers.
- The transformation of the tourism industry: Although the number of international tourists is growing, Ladofoods' traditional customer segment is Russian tourists who have not yet returned, so consumption is not as good as before the epidemic. Korean tourists have high growth but mainly go on cheap package tours with low operating profit margins. In 2025, the number of Indian tourists will increase, but this audience will spend poorly and do not use wine. In addition, the trend of domestic "non-alcoholic tourism" also reduces direct consumption at attractions.
- Challenges from the distribution system: Many supermarket partners, agents, and stores that have re-optimized finances have tightened inventory, reduced the size of orders and prioritized the display of essential and fast-moving goods groups. The increase in the control of counterfeit goods and alcohol retail licenses in 2025 has caused many points of sale to stop operating, and the number of alcohol sales points has decreased sharply. The B2B channel noted that businesses limited their choice of alcoholic products.
- Unhealthy competitor behavior: The counterfeiting of the "Da Lat wine" trademark still appears during the Tet season and businesses importing wine to bottle ambiguous brands and origins to deceive consumers.

International Business Market:

- Ladofoods is currently the only domestic wine producer in Vietnam that is synchronously invested from raw material areas to modern technology according to European standards, the story of Vietnam's Wine, a tropical country is also conveyed to consumers of importing countries to create a unique point, expand consumption opportunities.
- In 2025, more exports to the Thai market will be opened (255 million)
- The markets of Laos and Japan also had good growth over the same period, reaching growth rates of 31.2% and 50.96%, respectively.
- The international business channel in 2025 will grow by 47.7% (reaching 1.95 billion compared to the same period in 2024 1.32 billion).

c) Marketing and communication activities

- Ladofoods identifies brand communication as a core part of its sustainable development strategy. In 2025, the Company will continue to promote consistent communication towards building the brand image of Dalat Wine and Chateau Dalat associated with modern consumer culture and exquisite lifestyle.
- Point-of-sale optimization in Dalat (POSM):

- Implementing a targeted display program at 20 restaurants specializing in wine to maintain the existence and choose to use Chateau Dalat at restaurants in Da Lat.
- Implement product display booths at Van Thanh Flower Village and Nong Pho to reach and sell to visitors.
- Implementing the Giftbox 187 ml product set display shelf for Da Lat market + special preferential prices for tourists to stay in order to increase the touch point and create an alternative to gift products for tourists to buy as gifts.
- Trade Promotion and Typical Events:
 - Present at large-scale specialized fairs: Lam Dong Trade Connection Conference in 2025 with the Northern provinces, Giao Season Fair – Ana Mandara Villas Dalat with guests participating by artists nationwide in October 2025, Quang Tri Business Business Connection Event in the South (held in Ho Chi Minh City).
 - Participating in departmental events to connect sales during the peak Tet season: Meeting of the Executive Committee of the Tourism Association of the three provinces of Lam Dong, Binh Thuan and Dak Nong after the 1st provincial merger, Communication and introduction at the 1st Party Congress of Xuan Huong – Da Lat Ward, Displaying and introducing products, welcoming the 1st Lam Dong Provincial CCB Congress, term 2025 – 2030.
 - Sponsorship of mainstream diplomatic events: Events celebrating the National Day of the Czech Republic, National GT Customer Conference.
- Tet 2026 campaign: Successfully designed a Tet 2026 gift set rich in cultural significance combining specialties and wine. Implement synchronous display activities at Key points of sale nationwide from 12/2025 to 01/2026.
- Creative Digital Media:
 - Coordinating with Golden Lotus Company, introducing meaningful gift sets for the 2026 Tet season with the introduction and selection of Misses, Runners-up, and Male Kings.
 - Developing more Olong and Moka Wine Gift Sets to make a difference in the Wine market and the story of the land that makes the product.
 - The Tet gift set is full of meaning and sincere messages:
 - Sustainable Companion - appreciate cherished moments and celebrate long-term durability.
 - Parallel Bonding - sharing, bonding and connecting meaningful moments.
 - Phuc Loc Hoa Ca - a bright picture, full of rhythm of life is a wish for a harmonious, prosperous and prosperous life.
 - An Khang Four Quarters - a full package of wishes for peace, luck and fullness throughout the four seasons, a prosperous and happy life all year round.
 - The Lu Hop Phu Quy - the intersection of noble, pure and resilient values - is a wish for good luck, prosperity and sustainability in life.
 - Fortune Opening - opening up good luck, new luck, and the beginning of happiness.
 - Ma Phi Xuan Vinh - accelerating career, promotion, glorious business in the new year
 - Dai Cat Tuong Lo - the whole year is favorable, everywhere you go, you will encounter opportunities, all kinds of happiness...

III. Activities of the Board of Directors

1. Meeting organization and administration

In 2025, the Board of Directors has held periodic and extraordinary meetings according to regulations to consider and decide on important issues related to production and business activities, finance, investment, human resources and development orientation of the Company.

The Board of Directors has fully performed its functions, tasks and powers in accordance with the provisions of law and the Company's Charter; at the same time, strengthen the supervision, direction and promulgation of resolutions and decisions as a basis for the Executive Board to organize the implementation.

At the meetings, the Board of Directors fully attends to report and explain the contents under their management and propose management solutions in accordance with the actual situation. The Board of Directors highly appreciates the spirit of initiative, responsibility and drastic of the Executive Board in organizing the implementation of assigned tasks.

2. Regarding transactions with related parties

Transactions with the Company's related parties in 2025 have been carried out and announced in accordance with the provisions of the law. The detailed content is presented in the 2025 Audited Financial Statements and the 2025 Corporate Governance Report.

3. Supervision activities of the Board of Directors over the Board of Directors

The Board of Directors regularly monitors and supervises the implementation of the resolutions of the General Meeting of Shareholders and decisions of the Board of Directors in order to ensure that the Company's operations comply with the law, are in line with the strategic orientation and achieve efficiency in production and business activities.

Issues under the jurisdiction of the Board of Directors are reported, consulted and implemented by the Executive Board after being approved according to regulations.

The Board of Directors recognizes and appreciates the efforts of the Board of Directors and all officers and employees in maintaining stable production and business activities, ensuring financial safety and improving the Company's operational efficiency in the context of many difficulties and challenges.

4. Report on the remuneration of the Board of Directors and the salary paid by the Board of Directors in 2025

Name	Position	01/04/2025 – 31/3/2026
		Amount received (VND)
Dinh Thi Mong Van	Chairman of the Board of Directors	36.000.000
Tran Chi Son	Member of the Board of Directors (Dismissed on August 15, 2025)	12.500.000
Do Thanh Trung	Member of the Board of Directors cum General Director	-
Pham Thu Hien	Member of the Board of Directors (Appointed on August 15, 2025)	10.000.000
Hoang Thi Ha	Member of the Board of Directors (Appointed on August 15, 2025)	10.000.000
Nguyen Luong Tam	Member of the Board of Directors	30.000.000

Nguyen Phu Cuong	Member of the Board of Directors (Dismissed on August 15, 2025)	12.500.000
Dang Minh Tuyen	Deputy General Director (Dismissed on May 12, 2025)	135.500.000
Phan Anh Tu	Chief Accountant	346.056.000

PART II:

PRODUCTION AND BUSINESS PLAN IN 2026

I. Production and business plan

In 2026, it is forecasted that there will continue to be many difficulties for the alcoholic beverage industry when the market purchasing power has not fully recovered, input costs are still potentially fluctuating and management regulations related to alcoholic beverage consumption continue to impact consumer behavior.

In that context, the Company determined to focus on improving the efficiency of production and business activities, promoting the restructuring of the product portfolio, developing product lines of non-alcoholic beverages and beverages to serve health needs, and at the same time continuing to promote the advantages of traditional wine product lines.

On the basis of assessing the implementation situation in 2025 and the market prospects in 2026, the Company develops a production and business plan as follows:

No.	Indicator	Unit	2025 Actual	2026 Plan	2026 Plan/2025 Actual (%)
1	Revenue from sales and provision of services	Billion VND	111,5	142,0	129,1
2	Profit before tax	Billion VND	7,39	16,36	221,4

II. Main solutions to implement the 2026 production and business plan

1. Production Organization:

- Proactively plan flexible production schedules. Grasp the actual needs of the market, respond in a timely manner. Divide the production plan into appropriate months of the year to reduce the pressure at the end of the year.
- Strengthen control on the production line, quality of finished products, and strictly supervise regulations in production. Ensure product quality, minimize defective products on the market, minimize the rate of reprocessing.
- Ensuring food hygiene and safety, labor safety; Maintain labor discipline, reasonable and effective labor arrangement and division. Increase labor productivity.
- Control costs in planned production. Well manage goods, supplies, raw materials, machinery and equipment.
- Review the stages in the process, adjust and cut redundant stages.
- Strongly implement digital transformation, use proficient software in planning and controlling work performance, production and business control.

2. Supply of supplies and raw materials:

- Develop detailed plans and schedules for the supply of materials and raw materials on a monthly and quarterly basis, ensure sufficient supply of raw materials, increase the level of safe reserves; quality and reasonable prices; closely follow the development of the fruit crop to have a purchase plan to achieve the set output.
- Collect information on the general situation and prices of major materials of the factory. Search for new sources of supply that meet the criteria of quality, time and price;
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Continue to promote research and development of new products in line with consumer trends. Strengthen coordination between research, production and sales departments to improve product quality and shorten the time to market. At the same time, expand cooperation with OEM partners to diversify the product portfolio.

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- Board of Directors;
- Archives.

**ON BEHALF OF THE BOARD
OF DIRECTORS
CHAIRPERSON**

Dinh Thi Mong Van

- Participate in contributing opinions to improve the efficiency of management activities, enhance transparency and protect the legitimate rights and interests of shareholders.

In the process of performing their duties, independent members of the Board of Directors receive active coordination from members of the Board of Directors, the Executive Board and specialized units, thereby creating favorable conditions to fully fulfill their assigned responsibilities.

II. EVALUATION OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS ON THE ACTIVITIES OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD IN 2025

1. For the Board of Directors

In 2025, the Board of Directors has fully performed the functions of governance, strategic orientation and supervision of operating activities in accordance with the provisions of law, the Company's Charter and the resolutions of the General Meeting of Shareholders.

The Board of Directors maintains an effective working mechanism, ensuring the consideration and decision of important issues on the basis of transparency, objectivity and prudence. The meetings were held in accordance with regulations, and the discussion content focused on key issues related to the Company's production and business activities, investment, finance, risk management and sustainable development.

Members of the Board of Directors have promoted a sense of responsibility, actively researched, contributed opinions and fully participated in the decision-making process. The exchange, discussion and criticism at the meetings are carried out openly, constructively and towards the common interests of the Company and shareholders.

The Board of Directors has also actively monitored market developments, business environment and macroeconomic factors to promptly adjust the management orientation and support the Board of Directors in implementing the Company's development goals.

2. For the Executive Board

The Board of Directors has seriously and effectively implemented the resolutions and decisions of the Board of Directors; at the same time, proactively manage production and business activities in accordance with the actual situation.

The coordination between the Board of Directors and the Executive Board is strictly implemented, ensuring the provision of complete, timely and transparent information for governance. Important issues arising in the course of operation are reported, discussed and handled on the basis of prudence, compliance with regulations and towards general efficiency.

The Board of Directors has made efforts to maintain stable operations, control costs, improve resource efficiency and gradually improve the Company's competitiveness in the context of many market fluctuations and challenges.

3. Overall Rating

Through the process of independent monitoring, supervision and evaluation in 2025, I realize that the Board of Directors and the Board of Directors have effectively coordinated in the governance and operation of the business.

The Board of Directors has successfully fulfilled the role of strategic orientation, supervision and control of operating activities; at the same time, ensuring compliance with legal regulations, the Company's Charter and the principles of corporate governance.

The Board of Directors has shown a sense of responsibility, initiative and flexibility in organizing the implementation of production and business goals, contributing to maintaining operational stability and creating a foundation for the sustainable development of the Company.

On the basis of the achieved results, I assess that the Board of Directors and the Board of Directors have successfully completed the assigned tasks in 2025, ensuring the harmony of the interests of the Company, shareholders and stakeholders.

OF DIRECTORS

INDEPENDENT MEMBER OF THE BOARD

PHAM THU HIEN



**REPORT OF THE SUPERVISORY BOARD
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

- Pursuant to the Law on Enterprises 2020, the Law on Securities 2019 and the Charter of Lam Dong Food Joint Stock Company ("the Company");
- Pursuant to the Financial Statements for 2025 (fiscal year from 01/04/2025 to 31/03/2026) audited by AASC Auditing Firm Co., Ltd.

The Supervisory Board respectfully reports to the General Meeting of Shareholders the contents of the Supervisory Board's activities in the fiscal year 2025 and the operation plan for the fiscal year 2026 as follows:

A. OPERATION OF THE SUPERVISORY BOARD IN 2025

I. Activities of the Supervisory Board in 2025

1. About the organization

The Supervisory Board of Lam Dong Food Joint Stock Company (Ladofoods) consists of 03 members, of which 01 Head is in charge of general and 02 members monitors the activities assigned by the Head.

Personnel of the Supervisory Board (Supervisory Board) include:

- Mr. Nguyen Dinh Chuong – Head of the Supervisory Board
- Mr. Pham Huu Ha – Member
- Mr. Nguyen Thi Yen – Member

2. Activities of the Supervisory Board

In the fiscal year 2025, the Supervisory Board has fully performed its functions and tasks in accordance with the provisions of law and the Company's Charter, organized periodic meetings, exchanged work between members and carried out supervision of management activities. the Company's operations.

The key supervision contents include:

- Supervise the activities of the Board of Directors ("BOD") and the General Director in compliance with the provisions of law and the Company's Charter; consider the appropriateness of the decisions of the Board of Directors and the General Director.
- Monitoring the implementation of the business plan in 2025; supervise the implementation of the Resolutions of the General Meeting of Shareholders.
- To examine the reasonableness, honesty and prudence in the organization of accounting work and the preparation of financial statements according to accounting standards.
- Review the independent auditor's report and reports on the Company's internal control systems prior to the approval of the Board of Directors. Production and business results and accounting data have been strictly checked, ensuring accuracy and reasonableness in recording data. The financial statements of the Company and its subsidiaries have been audited by AASC Auditing Firm Co., Ltd.

- Consider the business situation report, quarterly and full-year financial statements of the Company, and the management evaluation report of the Board of Directors. Consider the documents of the General Meeting of Shareholders.

II. The Company's financial situation and business activities in 2025

1. Results of auditing financial statements in 2025

The Supervisory Board has reviewed the Financial Statements for 2025 audited by AASC Auditing Firm Co., Ltd.

In the opinion of the auditor, the financial statements have honestly and reasonably reflected the key aspects of the Company's financial situation as at 31/03/2026, as well as the results of business activities and cash transfers for the financial year ending on the same day. in accordance with Vietnam Accounting Standards and current regulations.

The Supervisory Board agrees with the data and opinions of the audit unit. **Performance**

STT	Indicator	Unit	2024 Actual	2025 Actual	Comparison (%)
					2025/2024
1	Total Assets	Billion VND	176,5	164,7	93,2%
1	Net Revenue	Billion VND	72,0	85,0	118,2%
2	Profit before tax	Billion VND	0,5	7,4	1.489%

The Supervisory Board assesses that the fiscal year 2025 recorded a significant improvement in the Company's business results.

Revenue grew by more than 18% compared to the previous year, profit before tax reached VND 7.39 billion, a sharp increase compared to VND 0.5 billion of the previous year. This result reflects the effectiveness of restructuring and cost control solutions, and shows the recovery of the consumer and tourism markets, contributing to improving the Company's production and business activities.

III. Supervision results for the Board of Directors

The Supervisory Board finds that:

- The Board of Directors has operated in accordance with its functions and tasks in accordance with the provisions of law and the Company's Charter.
- The Resolutions of the Board of Directors are issued in accordance with their competence.
- The Board of Directors has promptly directed production and business activities, financial management and implemented the contents approved by the General Meeting of Shareholders.
- Governance activities are carried out openly, transparently and in accordance with current regulations.

IV. Supervision results for the Executive Board

The Board of Directors has:

- Implement the Resolutions of the General Meeting of Shareholders and the Board of Directors.
- Proactively implement solutions to improve production and business efficiency.
- Strengthen cost management, improve capital use efficiency.
- Fully comply with regulations on accounting, finance and information disclosure.
- The Supervisory Board did not detect any signs of serious violations in the Company's operating activities.

V. Coordinating with the Supervisory Board and the Board of Directors, the Executive Board and shareholders

The Supervisory Board always receives coordination and support from the Board of Directors, the Executive Board and functional units in the process of performing its tasks.

The information and documents are provided fully and promptly for the Supervisory Board to carry out the inspection and supervision.

VI. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board

Full name	Position	Remuneration from 01/4/2025 – 31/3/2026 (VND)
Nguyen Dinh Chuong	Head of Department	30.000.000
Nguyen Thi Yen	Members	12.000.000
Pham Huu Ha	Members	12.000.000
Total		54.000.000

VII. Report on the evaluation of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% or more of the charter capital and members of the Board of Directors, General Directors, executives and related persons of such subjects; transactions between the Company and companies in which members of the Board of Directors, General Director, and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years before the time of transaction

The Supervisory Board agrees with the information disclosed in the Company's 2025 Audited Financial Statements and 2025 Management Reports.

Through review, transactions with related parties are carried out in accordance with the provisions of law, the Company's Charter and announced in accordance with current regulations.

B. OPERATION PLAN OF THE SUPERVISORY BOARD IN 2026

In 2026, the Supervisory Board will focus on performing the following tasks:

- Supervise the activities of the Board of Directors and the Executive Board in the implementation of the Resolution of the General Meeting of Shareholders.
- Oversee compliance with the law, the Company's Charter and internal regulations.
- Inspect and supervise the financial management, accounting and use of capital.
- Review quarterly, semi-annual and annual financial statements.
- Monitoring the implementation of recommendations by independent auditors.
- Carry out periodic or irregular inspections when necessary to prevent risks and improve the efficiency of corporate governance.
- Propose measures to improve the internal control system and improve the Company's operational efficiency.

Above is the report of the Supervisory Board submitted to the 2026 Annual General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company.

Respectfully submit to the General Meeting for consideration and approval.

**ON BEHALF OF SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**

NGUYEN DINH CHUONG

**LAM DONG FOODSTUFFS
JOINT STOCK COMPANY**
No: .../TTT-CPSP-HDQT



DRAFT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Lam Dong, July..... 2026

PROPOSAL

Regarding the Approval of the Audited 2025 Financial Statements and the 2025 Profit Distribution & Fund Allocation Plan

To: General Meeting of Shareholders of Lam Dong Food Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and amending and supplementing documents;
- Pursuant to the Charter of Lam Dong Foodstuffs Joint Stock Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and voting for approval of the contents under the competence of the General Meeting of Shareholders, which are presented in detail as follows:

I. Audited Financial Statements for Fiscal Year 2025

The Company's audited financial statements for 2025 have been disclosed on the Company's website: <https://ladofoods.vn>

Key Financial Indicators for 2025:

No.	Items	Amount (VND)
I	Financial situation	
1	Current Assets	126.275.246.952
2	Non-current Assets	38.433.282.583
	<u>TOTAL ASSETS</u>	<u>164.708.529.535</u>
1	Liabilities	7.392.721.097
2	Equity	157.315.808.438
	<u>TOTAL LIABILITIES & EQUITY</u>	<u>164.708.529.535</u>
II	<u>Business Results</u>	
1	Revenue from sales and provision of services	86.512.767.055
2	Profit before tax	7.389.586.171
3	Profit after corporate income tax	7.389.586.171

(Source: 2025 Audited Financial Statements)

II. Profit Distribution and Fund Allocation Plan for 2025

No.	Description	Amount (VND)
I	Charter capital	146.571.500.000
II	Profit after tax in 2025	7.389.586.171
III	Undistributed profit after tax as of 31/03/2026	10.744.308.438
IV	Distribution of profits and setting up of funds	0
V	Remaining undistributed after-tax profit	10.744.308.438

The Board respectfully requests the General Meeting of Shareholders to consider and approve **not distributing dividends** and retaining the entire undistributed after-tax profit to supplement capital resources for the Company's production and business operations, as well as investment and development activities in 2026.

Recipients:

- As above;
- Archives.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRWOMAN**

Dinh Thi Mong Van



SOCIALIST REPUBLIC OF VIETNAM

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Lam Dong, July....2026

PROPOSAL

On the Approval of the 2026 Business Plan, Selection of the Independent Auditor, and Remuneration for the Board of Directors and Supervisory Board for 2026

To: General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and amending and supplementing documents;
- Pursuant to the Charter of Lam Dong Foodstuffs Joint Stock Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and voting for approval of the contents under the competence of the General Meeting of Shareholders, which are presented in detail as follows:

I. Business Plan for 2026

The Board of Directors respectfully submits the Company's 2026 business plan as follows:

No.	Indicator	Unit	Actual 2025	Plan 2026	2026 Plan/Actual 2025 (%)
1	Revenue from sales and provision of services	Billion VND	111,5	142,0	129,1%
2	Profit before tax	Billion VND	7,39	16,36	221,4%

The General Meeting of Shareholders authorizes the Board of Directors to develop and implement specific strategies to implement the production and business plan in 2026.

II. Selection of auditors for financial statements in 2026

Based on the proposal of the Supervisory Board, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the list of auditing units to audit the Company's 2026 financial statements, specifically:

1. List of auditing units:

- A&C Auditing & Consulting Co., Ltd.
- AAC Auditing and Accounting Co., Ltd.
- AASC Auditing Firm Co., Ltd.

2. The General Meeting of Shareholders authorizes the Board of Directors to select one of the auditing firms on the above list to audit the financial statements in 2026.

In case the Board of Directors fails to negotiate terms with the above auditing unit, the General Meeting of Shareholders authorizes the Board of Directors to select another auditing unit from the list of independent auditing units approved by the State Securities Commission.

III. Remuneration of the Board of Directors and Supervisory Board in 2026

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the remuneration in 2026 of members of the Board of Directors and the Supervisory Board as follows:

Position	Remuneration/month
Board of Directors:	
- Chairman of the Board of Directors	3.000.000 VND
- Member of the Board of Directors	2.500.000 VND
- Secretary of the Board of Directors/Person in charge of corporate governance	1.000.000 VND
Supervisory Board:	
- Head of the Supervisory Board	2.500.000 VND
- Member of the Supervisory Board	1.000.000 VND

Recipients:

- As above;
- Archives.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRWOMAN**

Dinh Thi Mong Van



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Lam Dong, July, 2026

PROPOSAL

Approval of Amendments and Additions to the Company's Business Lines

To: The General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and amending and supplementing documents;

- Pursuant to the Charter of Lam Dong Foodstuffs Joint Stock Company,

- Pursuant to the Vietnam Economic Sector Code System promulgated under Decision 36/2025/QĐ-TTg, effective from 15/11/2025;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and vote to approve the company's business lines in accordance with the Vietnam economic sector code system as follows:

1. Changes in the company's business lines are as follows:

1.1. Removal of the following business lines:

STT	Names of business lines removed from the registered list	Industry Code	Recommendation Basis
01	Other specialized wholesalers have not been classified anywhere Details: trading in specialized machinery for processing food and products of enterprises	4669	Eliminated to be in line with the Company's strategy in the upcoming period and in accordance with the new regulations on sub-sectors in the System of Economic Sectors, effective from 15/11/2025
02	Support services related to tourism promotion and organization	7920	
03	Travel Agency	7911	
04	Processing wines of all kinds, cashew kernels for export and agricultural and food products. Trading in commercial services, financial investment. Cultivation and production of agricultural crops		

1.2 Addition of business lines in accordance with the Vietnam Standard Industrial Classification System:

STT	Names of business lines to be added	Industry Code	Main business lines (In case the additional business lines are the main business lines, mark "X" to select one of the declared business lines)	Recommendation Basis
01	Planting fruit trees	0121		Supplemented to be in line with the Company's strategy in the coming period and in accordance with the new regulations on sub-sectors in the System of Economic Sectors, effective from 15/11/2025
02	Processing and preservation of fruits and vegetables	1030		
03	Other food production not yet classified	1079		
04	Winemaking	1102	X	
05	Production of non-alcoholic beverages, mineral water	1105		
06	Wholesale of agricultural machinery, equipment and spare parts	4653		
07	Wholesale of other machinery, equipment and machine parts	4659		
08	Financial leasing activities	6491		
09	Other Travel-Related Activities	7990		

2. Amend Article 4 of the Charter of Lam Dong Foodstuffs Joint Stock Company and authorize the Chairman of the Board of Directors to issue an Appendix to the Charter reflecting the above-mentioned changes to the Company's business lines.

3. Authorize the General Director to carry out all business registration procedures in accordance with applicable laws.

Recipients:

ON BEHALF OF THE BOARD OF DIRECTORS

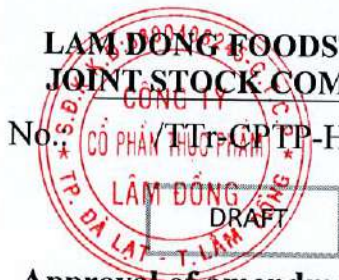
**CHAIRWOMAN OF THE BOARD OF
DIRECTORS**

- As above;
- Archives.

Dinh Thi Mong Van

LAM DONG FOODSTUFFS
JOINT STOCK COMPANY

No. TT-CPTP-HDQT



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Lam Dong, July ..., 2026

PROPOSAL

Approval of amendments and Additions of the Charter's Lam Dong Foodstuffs Joint Stock Company

To: General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and amending and supplementing documents;

- Pursuant to the Law on Securities No. 54/2019/QH14 of 2019 approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;

- Pursuant to the Charter of Lam Dong Foodstuffs Joint Stock Company,

Based on the requirements of compliance with the current law, the Board of Directors has conducted a comprehensive review of the Company's Charter to ensure conformity with the legal system and the Company's practical operation requirements in the new development period.

On that basis, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. To approve the amendment and supplementation of the Charter of Lam Dong Food Joint Stock Company in accordance with the contents of the detailed amended Appendix and the full text of the amended and supplemented Charter are attached to this Report.

2. Authorize the Chairman of the Board of Directors to sign and promulgate the Charter on behalf of the Company

The company after being approved by the General Meeting of Shareholders.

3. The amended and supplemented Company's Charter takes effect from the date of approval by the General Meeting of Shareholders and replaces all previous regulations contrary to the amended and supplemented contents.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRWOMAN OF THE BOARD OF
DIRECTORS

Recipients:

- As above;
- Archives.

Dinh Thi Mong Van



APPENDIX: TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Notes:

- Things not detailed in this appendix are unchanged;
- The proposed changes in the section "Contents in the current document" are the contents that are italicized or underlined;
- The contents that need to be amended and supplemented in the section "Proposed amendments and supplements" are bolded and underlined.

TT	Contents of the current document	Proposed amendments and supplements	Reason for editing
1	<p>Article 1. Explanation of terms</p> <p>1. In this Charter, the following terms shall be construed as follows:</p> <p>[...]</p> <p>[Not Regulated]</p>	<p>Article 1. Explanation of terms</p> <p>1. In this Charter, the following terms shall be construed as follows:</p> <p>[...]</p> <p><u>d. "Decree No. 155/2020/ND-CP" means Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities promulgated by the Government on December 31, 2020.</u></p>	<p>Supplemented because the content below refers to Decree 155/2020/ND-CP</p>
2	<p>2. In this Charter, references to one or several other regulations or documents include amendments or substitute documents.</p>	<p>2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.</p>	<p>Updating factual relevant information</p>

3	<p>Article 2. Name, form, head office, branch, representative office and duration of operation of the Company</p> <p>[...]</p> <p>3. The registered office of the Company is: - Head office address: <u>31 Ngo Van So – Ward 9 – Da Lat City – Lam Dong Province</u></p>	<p>Article 2. Name, form, head office, branch, representative office and duration of operation of the Company</p> <p>[...]</p> <p>3. The registered office of the Company is: - Head office address: <u>31 Ngo Van So, Lam Vien Ward – Da Lat, Lam Dong Province</u></p>	<p>Updated according to the new administrative boundaries.</p>
4	<p>Article 4. Objectives of the Company</p> <p>1. The Company's business fields are: <u>Processing wines of all kinds, cashew kernels for export and agricultural and food products; Direct export and import of specialized machinery and equipment for processing food and products of enterprises; Trading in trade, tourism and financial investment services. Planting and producing agricultural crops. Real estate business; Travel agents; Transport goods by road.</u></p>	<p>Article 4. Objectives of the Company</p> <p>1. The Company's business fields are: <u>Fruit tree cultivation, Fruit and vegetable processing and preservation, Other food production not yet classified, Wine production (main), Non-alcoholic beverage production, mineral water, Wholesale of agricultural machinery, equipment and spare parts, Wholesale of machinery, etc other equipment and spare parts, financial leasing activities, Transportation of goods by road; Trading in real estate, land use rights belonging to owners, users or tenants; Other tourism-related activities, Travel agents, tour operators.</u></p>	
5	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>Modify the wording in accordance with reality and the provisions of law. Adjust and expand</p>

	<p><u>1. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters</u> [...]</p> <p><u>2. The Annual and Extraordinary General Meeting of Shareholders shall adopt decisions on the following issues:</u> [...]</p> <p>c. Number of members of the Board of Directors; [...]</p> <p>e. Electing, dismissing, dismissing and replacing members of the Board of Directors; [...]</p> <p>m/ To decide on the repurchase of more than 10% of the total <u>issued shares</u> of each type;</p> <p>n. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the</p>	<p><u>1. The General Meeting of Shareholders has the right to discuss and approve the following matters</u> [...]</p> <p><u>2. The General Meeting of Shareholders shall adopt decisions on the following issues:</u> [...]</p> <p>c. Number of members of the Board of Directors; <u>Supervisory Board.</u> [...]</p> <p>e/ To elect, dismiss, dismiss and replace members of the Board of Directors; <u>Supervisory Board.</u> [...]</p> <p>m/ To decide on the repurchase of more than 10% of the total <u>sold shares</u> of each type;</p> <p>n. <u>Through the Company's signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in <u>the Company's latest audited or reviewed financial statements;</u></u></p>	<p>the limit of approval and transaction contracts with relevant persons in accordance with the provisions of the Law on Enterprises. Supplementing competence as prescribed in Article 167.2 of the Law on Enterprises, Article 293.4 of Decree 155/2020/ND-CP</p>
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Company's assets recorded in the latest financial statements;
o,p,q. [Not specified]

o. Through the signing and performance of each contract, borrowing, lending, selling assets with an individual value exceeding 10% of the total value of the Company's assets according to the latest audited or reviewed financial statements, arising between the Company and shareholders owning 51% or more of the total voting shares or related persons of that shareholder;

p. Approving loans or guarantees for members of the Board of Directors, General Directors, other managers who are not shareholders and related individuals and organizations of these subjects, except for cases falling under the competence of the Board of Directors specified in Clause 6, Article 43 of the Charter;

q. Approving a transaction with a value of 35% or more or a transaction resulting in the total value of the transaction arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements that have been audited or

		<p><u>reviewed, between the Company and one of the following subjects:</u></p> <ul style="list-style-type: none"> - <u>Members of the Board of Directors, General Directors, other managers and related persons of these subjects;</u> - <u>Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the company and their related persons;</u> - <u>Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;</u> 	
6	<p>Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders</p> <p>[...]</p> <p><i>3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by means of security and published on the website of the Company and the State Securities Commission and the Stock Exchange (for companies listed or registered for trading). [...]</i></p>	<p>Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders</p> <p>[...]</p> <p>3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring the reach of the shareholders' contact address, or sent electronically from the Company's email address (dalatwine@ladofoods.vn) to the e-mail address of the shareholders registered with the Vietnam Securities Depository</p>	<p>Practical Updates and Model Charters</p>

		<p><u>and Clearing Corporation. and at the same time publish on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. [...]</u></p>	
7	<p>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders [...]</p> <p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders [...]</p> <p>10. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through online or in person combined with online at the discretion of the Board of Directors. In case the Company applies modern technology to organize the General Meeting of Shareholders (annual or extraordinary), the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>Supplementing regulations to clarify how meetings are organized.</p>

	<p>Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders [...]</p> <p>3. The opinion poll must contain the following principal contents: [...]</p> <p>g. Full name and signature of the Chairman of the Board <i>of Directors and the legal representative of the Company.</i> [...]</p> <p>6. The Board of Directors counts votes and makes a record of vote counting in the presence of the person in charge of corporate governance or of shareholders other than the enterprise executives. The vote counting record must contain the following principal contents: [...]</p> <p>f. Full name and signature of the Chairman of the Board <i>of Directors, the legal representative of the Company,</i> the</p>	<p>Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders [...]</p> <p>3. The opinion poll must contain the following principal contents: [...]</p> <p>g. Full name and signature of the Chairman of the Board of Directors. [...]</p> <p>6. The Board of Directors counts votes and makes a record of vote counting in the presence of the person in charge of corporate governance or of shareholders other than the enterprise executives. The vote counting record must contain the following principal contents: [...]</p> <p>f. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.</p>	<p>Complies with Articles 149.3.g and 149.5.e of the Law on Enterprises (no signature of legal representative is required).</p>
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	<p>vote counter and the vote counting supervisor.</p>		
9	<p>Article 43. Responsibility for honesty and avoidance of conflicts of interest [...]</p> <p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Directors, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a/ For contracts with a value less than <u>or equal to twenty percent (20%) the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, The General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of</u></p>	<p>Article 43. Responsibility for honesty and avoidance of conflicts of interest [...]</p> <p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Directors, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a. For contracts with a value of less than 35% of the total value of assets recorded in the latest financial statements [...]</p> <p>b. For contracts with a value greater than 35% of the total asset value recorded in the latest financial statements [...]</p>	<p>Adjusting and expanding the limit of approval and transaction contracts with related persons in accordance with the provisions of the Law on Enterprises. Supplementing competence as prescribed in Article 167.2 of the Law on Enterprises, Article 293.4 of Decree 155/2020/ND-CP</p>

	<p>such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;</p> <p>b. For contracts with a value greater than <u>[twenty percent (20%)]</u> of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, The General Director, other executives who have been disclosed to shareholders who have no related interests have the right to vote on the matter, and those shareholders have approved the contract or transaction;</p>		
10	<p>Article 60. Effective Date</p> <p>1. This Charter consists of 20 chapters and 60 articles, which was unanimously approved by the General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company <u>on September 30, 2021 and jointly approved the full validity of this Charter.</u></p>	<p>Article 60. Effective Date</p> <p>1. This Charter consists of 20 chapters and 60 articles which have been unanimously amended and approved by the General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company <u>according to the valid Resolution of the General Meeting of Shareholders No. date..... /..... /..... approving the full effect of this Charter.</u></p>	Realistic editing

	<p>2. The Charter shall be made in 05 copies, of equal validity and must be kept at the Company's head office. [...]</p>	<p>2. The charter shall be made into copies, of equal value and must be kept at the Company's head office. [...]</p>	
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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



CHARTER
LAM DONG FOODSTUFFS JOINT
STOCK COMPANY

Lam Dong, July 2026

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FOREWORD

This Charter was approved based on the Resolution of the Annual General Meeting of Shareholders dated July 30, 2026.

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Điều 1. Explanation of terms

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

a. "Charter capital" means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and specified in Article 6 of this Charter;

b. "Enterprise Law" is the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

c. "Securities Law" means the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d. "Decree No. 155/2020/ND-CP" means Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities promulgated by the Government on December 31, 2020.

e. "Date of establishment" means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

f. "Executive of the enterprise" means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the company's Charter;

g. "Relevant persons" shall be defined in accordance with Article 46 of the 4 Rules of Security;

h. "Major shareholder" means a capital stock specified in Clause 18, Article 4 of the Law on Securities;

i. "Operation duration" means the Company's operation time specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders by resolution;

j. "Vietnam" means the Socialist Republic of Vietnam;

k. "Sockets" means "sockets" in the least amount of space in the region;

l. "Bright Spots" is the only one in the list of names. The driver of the car is the driver of the company;

m. "Sin the transaction of the asset class" là S in the transaction of the Vietnam Securities Exchange and its subsidiaries.

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

3. The headings (chapters and articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

CHAPTER II

NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY

Điều 2. Name, form, head office, branch, representative office and duration of operation of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN THỰC PHẨM LÂM ĐỒNG
- English name : Lam Dong Foodstuffs Joint - Stock Company
- Transaction name: Ladofoods
- Abbreviation : Ladofoods

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

3. Registered office of the Company:

- Address : 31 Ngo Van So, Lam Vien Ward – Da Lat, Lam Dong Province
- Phone: 0263 3 520 290
- Fax: 0263 3 825 291
- Website: <http://www.ladofoods.vn>

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

5. Except for the premature termination of the operation under Clause 2 of Article 45 or the extension of the operation under Article 46 of this Charter, the term of operation of the Company shall commence from the date of establishment and indefinitely.

Điều 3. Legal representative of the company

In case there is only one legal representative, the Chairman of the Board of Directors or the Director or the General Director shall be the legal representative of the company.

In case there is more than one legal representative, the Chairman of the Board of Directors and the Director or General Director shall automatically be the legal representative of the company.

The Board of Directors decides to appoint the legal representative of the Company.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Điều 4. Objectives of the Company

1. . . The Company's business fields are: Fruit tree cultivation, Fruit and vegetable processing and preservation, Other food production not yet classified, Wine production (main), Non-alcoholic beverage production, mineral water, Wholesale of agricultural machinery, equipment and spare parts, Wholesale of machinery, other equipment and spare parts, financial leasing activities, Transportation of goods by road; Trading in real estate, land use rights belonging to owners, users or tenants; Other tourism-related activities, Travel agents, tour operators.

2. The Company's operational objectives are: Developing Dalat Wine products into the leading prestigious Vietnamese wine brand in the country; diversifying production and business services; expanding domestic and international markets; improving competitiveness, operational efficiency and corporate reputation to the community; sustainable development in international economic integration sacrifice.

Điều 5. Business Scope and Operations

1. The Company is authorized to plan and conduct all business activities in accordance with the provisions of the Charter, in accordance with the provisions of applicable law, and take appropriate measures to achieve the Company's objectives.

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

CHAPTER IV
CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Điều 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is 146,571,500,000 VND (One hundred and forty-six billion, five hundred and seventy-one million, five hundred thousand even VND)

The total charter capital of the Company is divided into 14,657,150 shares with a par value of 10,000 VND/Share

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

3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

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

5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

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

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

Điều 7. Stock Certification

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

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

3. Within two months from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within two months (or other time limit prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In case the stock certificate is lost, destroyed or damaged, the owner of such stock may apply for a new share certificate provided that he or she provides proof of ownership of the shares and pays all related expenses to the Company. The shareholder's proposal must include the following contents:

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

Điều 8. Other securities certificates

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

Điều 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided for by this Charter and law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from the owner's equity, the right to purchase newly offered shares and other benefits as prescribed by law.

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

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to fully pay.
2. The above-mentioned payment notice must clearly state the new payment time limit (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to make payment as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.
4. Recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.
5. Shareholders holding the withdrawn shares must renounce their shareholder status in respect of those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the actual

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

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

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Điều 11. Organizational structure, governance, and control

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

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

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Điều 12. Shareholders' rights

1. Ordinary shareholders have the following rights:
 - a. Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c/ To freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - d/ To give priority to the purchase of newly offered shares corresponding to the proportion of ordinary shares they own;
 - e. Review, look up and extract information related to shareholders and request correction of inaccurate information;
 - f. Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
 - g. When the Company is dissolved or bankrupt, it shall receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
 - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

- i. Other rights as prescribed by law and this Charter.
 - j. Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
 - k. Have full access to periodic and irregular information published by the Company in accordance with law;
 - l. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - m/ Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:
- a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets
 - c/ To request the Supervisory Board to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of citizen identity card, people's identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;
 - d/ To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03 working days] before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;
 - e. Other rights as prescribed by law and this Charter.
4. A shareholder or group of shareholders owns 10% or more of the total ordinary shares or has the right to nominate persons to the Board of Directors or the Control Board. In case

the company's charter does not provide otherwise, the nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

- a. Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b. Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

Điều 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Comply with the company's charter and internal regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.
2. Attending the General Meeting of Shareholders and exercising the right to vote in the following forms:
 - a. Attending and voting directly at the meeting;
 - b/ To authorize other persons to attend and vote at the meeting;
 - c. Attending and voting through online meetings, electronic voting or other electronic forms;
 - d/ To send voting slips to the meeting by mail, fax or e-mail.
3. To pay for the purchase of shares registered for purchase as prescribed.
4. To fulfill other obligations as prescribed by current law.
5. Take personal responsibility when committing one of the following acts on behalf of the Company in any form:
 - a. Violation of law;
 - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c. Payment of debts that are not due in the face of financial risks to the Company.
6. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

7. The capital contributed in the form of ordinary shares must not be withdrawn from the Company in any form, except for the case where the shares are repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred. Payment of undue debts against financial risks to the Company.

Điều 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent body of the Company. The Annual General Meeting of Shareholders is held once (01) per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year.
2. The Board of Directors shall convene an annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Company;
 - b. The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law
 - c/ Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter shall request the convening of the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;
 - d/ Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders
 - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining members of the Board of Directors and independent members of the Board of Directors as prescribed at Point c, Clause 3 of this Article or receipt of the request specified at Point d, Clause 3 of this Article;

b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next thirty (30) days, the Control Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c/ In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article may request the representative of the Company to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

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

d/ Procedures for organizing a meeting of the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a. Audited annual financial statements;
- b. Report of the Board of Directors;
- c. Short-term and long-term development plans of the Company.

2. The General Meeting of Shareholders shall adopt decisions on the following issues:

- a. Approval of annual financial statements;
- b. The annual dividend payment for each type of share is in accordance with the Law on Enterprises and the rights associated with that type of share. This dividend level is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
- c. Number of members of the Board of Directors; Supervisory Board.
- d. Selection of independent audit firms;
- e. Electing, dismissing, dismissing and replacing members of the Board of Directors; Supervisory Board.
- f. Total remuneration of members of the Board of Directors and Report on remuneration of the Board of Directors;

- g. Supplementing and amending the company's charter;
- h. The type of shares and the number of new shares to be issued for each type of share and the transfer of shares of the founding members within the first three (03) years from the date of establishment;
- i. Division, separation, consolidation, merger or transformation of the Company;
- j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- k. Inspect and handle violations of the Board of Directors that cause damage to the Company and shareholders;
- l. Decision on investment transaction/sale of assets valued at 35% or more of the total value of the company's assets recorded in the audited financial statements of the latest period;
- m/ To decide on the repurchase of more than 10% of the total sold shares of each type;
- n. Through the Company's signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the Company's latest audited or reviewed financial statements;
- o. Through the signing and performance of each contract, borrowing, lending, selling assets with an individual value exceeding 10% of the total value of the Company's assets according to the latest audited or reviewed financial statements, arising between the Company and shareholders owning 51% or more of the total voting shares or related persons of that shareholder;
- p. Approving loans or guarantees for members of the Board of Directors, General Directors, other managers who are not shareholders and related individuals and organizations of these subjects, except for cases falling under the competence of the Board of Directors specified in Clause 6, Article 43 of the Charter;
- q. Approving a transaction with a value of 35% or more or a transaction resulting in the total value of the transaction arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements that have been audited or reviewed, between the Company and one of the following subjects:
 - Members of the Board of Directors, General Directors, other managers and related persons of these subjects;
 - Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the company and their related persons;
 - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;
- r. Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Control Board;

s. Other matters as prescribed by law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:

a. Through the contracts specified in Clause 2 of this Article when such shareholder or a person related to such shareholder is a party to the contract;

b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

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

Điều 16. Authorized Representative

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

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

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

3. Except for the case specified in Clause 3 of this Article, the voting slip of the person authorized to attend the meeting within the scope of authorization shall still be valid in one of the following cases:

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

b. The authorizer has canceled the authorization designation;

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

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Điều 17. Change permissions

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

Điều 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders shall be convened in the cases specified at Point b or c, Clause 4, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote 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. Prepare 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.

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

- a. 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/ Voting slips;
- d/ Draft resolutions on each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

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

- a. Petitions are sent on time or insufficiently, with incorrect content;
 - b At the time of the petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
 - c/ Proposals not falling within the scope of decision-making competence of the General Meeting of Shareholders;
 - d/ Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

Điều 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents [33%] of the total number of votes or more.
3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within [20] days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:
 - a. When registering shareholders, the Company grants each shareholder or authorized representative the right to vote a voting 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 are inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of cards approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of

vote counting shall be announced by the Chairman immediately before the closing of the meeting [unless otherwise provided for by the company's Charter]. 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;

b. Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:

a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;

b. Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

c/ The chairperson shall appoint one or several persons to act as the secretary of the meeting;

d/ The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.

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

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

a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b. Ensure the safety of everyone present at the meeting places;

c. Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-

mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the contents of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.

6. Shareholders or persons authorized to attend the meeting after the meeting has opened may still register and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.

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

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

b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

8. The chairperson may postpone the meeting of the General Meeting of Shareholders which has a sufficient number of persons registered to attend the meeting for a maximum of 3 working days from the date on which the meeting is intended to open and may postpone the meeting or change the meeting place only in the following cases:

a) The meeting place does not have enough convenient seats for all participants;

b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

10. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through online or in person combined with online at the discretion of the Board of Directors. In case the Company applies modern technology to organize the General Meeting of Shareholders (annual or extraordinary), the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Điều 21. Approval of the decision of the General Meeting of Shareholders

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing [65%] or more of the total number of 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) Changes in business lines and fields;
- c) Changes in the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements, unless the company's charter stipulates other ratios or values;
- dd) Reorganization or dissolution of the Company;
- e) Other matters prescribed by the company's charter.

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than [50%] of the total number of 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. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and the company's charter.

Điều 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders

The Company may approve all matters under the decision-making authority of the General Meeting of Shareholders in the form of collecting written opinions.

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

- 1. The Board of Directors has the right to collect shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders when deeming it necessary for the interests of the Company.
- 2. The Board of Directors must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. 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 ten (10) days before the deadline for receiving the opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

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

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

b. Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of citizen identity card, people's identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;

d/ Issues requiring consultation for adoption 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

4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized 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: Opinion polls sent to the Company by fax or email must be kept confidential until the time of counting.

The opinion poll received by the Company after the time limit specified in the opinion poll or opened in case of sending a letter or announced before the time of counting votes in case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

6. The Board of Directors counts votes and makes a record of vote counting in the presence of the person in charge of corporate governance or of shareholders other than the enterprise executives. The vote counting record must contain the following principal contents:

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

b. Purpose and issues to be consulted to pass the resolution;

c) The number of shareholders with the total number of votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending 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. Issues passed;
- f. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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

7. The vote counting record must be sent to shareholders within fifteen (15) days from the end of the vote counting. In case the Company has a website, the sending of the vote counting record may be replaced by posting it on the Company's website within twenty-four (24) hours from the time of the end of the vote counting.

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

9. A resolution adopted in the form of a written shareholder consultation must be approved by the number of shareholders representing at least 51% of the total voting shares and have the same validity as the resolution adopted at the General Meeting of Shareholders.

Điều 23. Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in English 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 names 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 names and signatures of the chairman and secretary. 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. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting and relevant documents must be kept at the head office of the Company.
4. 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.
5. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities school and must be kept at the head office of the Company.

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

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

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate law or this Charter.

CHAPTER VII

BOARD

Điều 25. Candidacy and nomination of members of the Board of Directors

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General

Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before vote. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

- a. Full name, date of birth;
- b. Educational level;
- c. Professional qualifications;
- d/ Work history;
- e. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- f. An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- g. Benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

3. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nomination according to the mechanism prescribed by the Company in the Internal Regulations on corporate governance. The procedures for the incumbent Board of Directors to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with law.

4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

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

1. The number of members of the Board of Directors is 05 people. 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

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

The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. In case an unlisted public company operates according to the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, the structure of members of the Board of Directors of the company must also ensure that at least one-fifth (1/5) of the total number of members of the Board of Directors are independent members. In case the number of members of the Board of Directors of the company is less than (05) five persons, the company must ensure that there is one member of the Board of Directors who is an independent member.

3. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

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

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

Điều 27. Powers and obligations of the Board of Directors

1. The Company's business activities and affairs must be subject to the supervision and direction of the Board of Directors. The Board of Directors is an agency with full powers to exercise the rights and obligations of the Company that is not 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/ To decide on the 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/ To decide on the selling prices of the Company's shares and bonds;

dd/ To decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e. 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 and 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/ To elect, dismiss or dismiss the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for directors (general directors) and other important managers 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 in other companies, decide on the remuneration levels and other benefits of such persons;
- k. Supervising and directing the Director (General Director) and other managers in running the Company's daily business;
- l/ To decide on the organizational structure and internal management regulations of the Company, to decide on the establishment of subsidiaries, branches and representative offices and the capital contribution and purchase of shares of other enterprises;
- m/ 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;
- n. Submit the audited annual financial statements to the General Meeting of Shareholders;
- o. 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;
- p. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
- q. 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;
- s. 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 on the results of operation of the Board of Directors as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

Điều 28. Remuneration, salary and other benefits of members of the Board of Directors

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

Điều 29. Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors must select from among the members of the Board of Directors to elect the Chairman.
2. The Chairman of the Board of Directors is obliged to prepare programs and documents, convene and chair meetings of the Board of Directors; chairman of the General Meeting of Shareholders; and at the same time have other rights and obligations specified in the Law on Enterprises and this Charter.
3. The Chairman of the Board of Directors shall ensure that the Board of Directors sends the annual financial statements, the Company's operation reports, audit reports and

inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. The Chairman of the Board of Directors may be dismissed under the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

5. In case 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 perform the rights and perform the obligations of the Chairman of the Board of Directors [according to the principles specified in the company's charter]. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Điều 30. Board Meetings

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

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

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

- a) At the request of the Control Board or an independent member of the Board of Directors;
- b) At the request of the Director (General Director) or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Managing Board.

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

right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [03 working days] before the meeting date. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

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

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

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

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

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

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Send voting slips to the meeting by mail, fax or e-mail;
- dd) Sending the voting slip by other means [as prescribed in the company's charter].

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

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

12. [Unless the company's charter provides for a higher ratio], a resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Điều 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up sub-committees to be in charge of development policies, personnel, salaries and bonuses, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall take effect only when it is attended and approved by a majority of the members of the subcommittee who are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of subcommittees attached to the Board of Directors, or of persons with membership of subcommittees of the Board of Directors must comply with current provisions of law and the provisions of the company's charter.

Điều 32. Person in charge of corporate governance

1. 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.

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

a. Have an understanding of the law;

b. Do not concurrently work for an independent auditing firm that audits the Company's financial statements;

c/ Other criteria as prescribed by law, this Charter and decisions of the Managing Board.

3. The Board of Directors may dismiss the person in charge of corporate administration when necessary but not contrary to the current provisions of the law on labor. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

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

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

b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

- c. Advising on the procedures of meetings;
- d. Attending meetings;
- e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of 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;
- g. Supervise and report to the Board of Directors on the company's information disclosure activities.
- h. Confidentiality of information in accordance with the provisions of law and the company's Charter;
- i. Other rights and obligations as prescribed by law and the company's charter.

CHAPTER VIII

GENERAL DIRECTORS AND OTHER EXECUTIVES

Điều 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Điều 34. Business Executives

1. At the request of the General Director and the approval of the Board of Directors, the Company may recruit executives other than the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must have a diligent responsibility to support the Company in achieving the goals set in its operations and organization.
2. Remuneration, salaries, benefits and other terms of labor contracts for the General Director shall be decided by the Managing Board and contracts with other executives shall be decided by the Managing Board after consulting the General Director.
3. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. 1. The Managing Board shall appoint 01 member of the Managing Board or hire another person to act as the General Director.

2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's Charter.
3. The General Director has the following rights and obligations:
 - a. 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;
 - b. Decide matters without the need for a decision 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 business in accordance with best management practices;
 - c/ To propose to the Board of Directors the plan on the organizational structure and internal management regulations of the Company;
 - d. To propose measures to improve the operation and management of the Company;
 - e. To propose the number and executives of the enterprise that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary and other benefits for the executives of the enterprise for the Board of Directors to decide;
 - f. Consult with the Board of Directors to decide on the number of employees, appointments, dismissals, salaries, benefits, and other terms related to their employment contracts;
 - g. In the fourth quarter of each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the annual (05) year financial plan;
 - h. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, labor contracts signed with the Company.
4. The General Director shall be 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 levels when requested.
5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors who have the right to vote at the meeting approve and appoint a new General Director to replace him.

Điều 36. Candidacy and nomination of members of the Control Board (Controllers)

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates of the Control Board approved for nomination and candidacy is not sufficient, the incumbent Control Board may nominate additional candidates or organize nomination according to the provisions of the company's charter, the internal regulations on corporate governance and the operation regulations of the Control Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Điều 37. Composition of the Supervisory Board

1. The number of members of the Control Board of the Company is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.
2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and 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 03 consecutive years.
3. A member of the Control Board shall be dismissed from office in the following cases:
 - a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
 - b. Have a letter of resignation and be approved;
4. A member of the Control Board shall be dismissed 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) Repeatedly violating or seriously violating the obligations of members of the Control Board 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.

Điều 38. Head of the Supervisory Board

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board 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 business activities of the enterprise.

2. Rights and obligations of the Head of the Control Board:

- a. Convening a meeting of the Supervisory Board;
- b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Control Board;
- c) Prepare and sign reports of the Control Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Điều 39. Rights and obligations of the Control Board

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

1. To propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
2. To take responsibility before shareholders for their supervisory activities.
3. To supervise the financial situation of the Company, the compliance with law in the operation of members of the Board of Directors, General Directors and other managers.
4. Ensure coordination with the Board of Directors, the General Director and shareholders.
5. 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, the Control Board must notify in writing to the Board of Directors within 48 hours, request the violator to stop the violation and take remedial measures.
6. To formulate the operation regulations of the Control Board and submit them to the General Meeting of Shareholders for approval.
7. Report to 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.
8. Have the right to access the Company's dossiers and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and [this Charter].

Điều 40. Supervisory Board Meeting

1. The Control Board must meet at least 02 times in a year, and the number of members attending the meeting must be at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
2. The Control Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

Điều 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board

[In case the company's charter does not provide otherwise], the salaries, remuneration, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits under decisions 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 Control Board.
2. Members of the Control Board shall be paid expenses 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 Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Control Board 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 IX

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

Điều 42. Responsibility for Caution

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

Điều 43. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Controllers, General Directors and other executives must publicize relevant interests as prescribed in Article 164 of the Law on Enterprises and other laws.
2. Members of the Board of Directors, members of the Control Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Control Board, the General Director and other managers shall be obliged to notify in writing to the Board of Directors or the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or with persons who have related to such subjects in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Members of the Board of Directors may not vote on transactions benefiting such members or related persons of such members in accordance with the provisions of the Enterprise Law and the company's charter.
5. Members of the Board of Directors, members of the Control Board, General Director, other managers and related persons of these entities shall not use or disclose to others internal information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Directors, other executives and individuals and organizations related to these entities shall not be invalidated in the following cases:
 - a/ For a contract with a value of less than 35% of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, the General Director or other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;
 - b For contracts with a value greater than 35% of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, the General Director, the other operator who has been announced to shareholders who have no related interest has the right to vote on the matter, and those shareholders have approved the contract or transaction;
 - c. Such contract or transaction is deemed to be fair and reasonable in all respects relating to the shareholders of the Company at the time the transaction or transaction is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.

Điều 44. Liability for Damage and Compensation

1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damage caused by their acts of violation.
2. The Company shall compensate persons who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits initiated by the Company) if such persons have been or are members of the Board of Directors, The General Director, other executive, employee or representative authorized by the Company or such person has or is acting at the request of the Company as a member of the Board of Directors, executive of the business, employee or authorized representative of the Company provided that he or she has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.
3. When performing functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, other executives, employees or authorized representatives of the Company shall be compensated by the Company for becoming a party to complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:
 - a. Have acted honestly, prudently, diligently for the benefit of the Company and do not contradict the interests of the Company;
 - b. Complying with the law and having no evidence of failure to fulfill its responsibilities.
4. Compensation expenses include expenses incurred (including lawyer fees), judgment costs, fines and payables incurred in reality or considered reasonable when settling these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

CHAPTER X

RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Điều 45. Right to investigate books and records

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:
 - a. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction

of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning [05%] or more of total ordinary shares or have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

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

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

4. The company's charter must be published on the company's website.

CHAPTER XI

EMPLOYEES AND TRADE UNIONS

Điều 46. Workers and trade unions

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

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

CHAPTER XII

PROFIT DISTRIBUTION

Điều 47. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date for finalizing the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.
6. Other matters related to profit distribution shall comply with the provisions of law.

CHAPTER XIII

BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Điều 48. Bank Account

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

Điều 49. Fiscal Year

The Company's financial year starts from the first day of April (4) every year and ends on the 31st day of March of the following year.

Điều 50. Accounting regime

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

CHAPTER XIV

ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

Điều 51. Five, six-month, and quarterly financial statements

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. An annual financial statement must include a report on business results reflecting honestly and objectively the situation of the Company's profit/loss in the fiscal year, a report on the financial situation reflecting honestly and objectively the Company's operation up to the time of making the report, cash flow statements and explanations to financial statements.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.
4. Audited annual financial statements (including auditors' opinions), reviewed six-month financial statements and quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements during working hours at the Company's head office and must pay reasonable fees for copying.

Điều 52. Annual Report

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

CHAPTER XV CORPORATE AUDIT

Điều 53. Audit

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

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

3. Independent auditors performing the audit of the Company are allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the report the Company's financial statements.

CHAPTER XVI SEALS

Điều 54. Seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

CHAPTER XVII TERMINATION AND LIQUIDATION

Điều 55. Termination of Operation

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

- a. The end of the Company's term of operation, even after it has been extended;
 - b. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
 - c. The enterprise registration certificate is revoked;
 - d/ Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Điều 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Điều 57. Liquidation

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

CHAPTER XVIII
INTERNAL DISPUTE RESOLUTION

Điều 58. Internal Dispute Resolution

1. In case of disputes and complaints related to the Company's operations, rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, other laws, the company's Charter, provisions between:

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

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 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 appointment of an independent expert to mediate the dispute resolution process.

2. In case the conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to Economic Arbitration or the Economic Court.

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

CHAPTER XIX
SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Điều 59. Company Charter

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

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall automatically apply and regulate the operation of the Company.

CHAPTER XX
EFFECTIVE DATE

Điều 60. Effective Date

1. This Charter consists of 20 chapters and 60 articles which have been unanimously amended and approved by the General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company according to the valid Resolution of the General Meeting of Shareholders No. date..... /..... /..... approving the full effect of this Charter.
2. The Charter shall be made into ... copies, of equal value and must be kept at the Company's head office.
3. This Charter is unique and official to the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors./.

DIRECTORS

CHAIRMAN OF THE BOARD OF

Dinh Thi Mong Van

LAM DONG FOODSTUFFS
JOINT STOCK COMPANY
No.NQ-CPTP-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Lam Dong, July... , 2026

RESOLUTION

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS LAM DONG FOODSTUFFS JOINT STOCK COMPANY

GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the current Law on Enterprises;
- Pursuant to the Charter of Lam Dong Food Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company dated July 2026.

RESOLUTION

Article 1. Approving the Report of the Board of Directors and the Executive Board on production and business results in 2025 and the operation plan in 2026 (*according to the attached meeting document*).

Article 2. Approving the Evaluation Report of Independent Members of the Board of Directors on the activities of the Board of Directors in 2025 (*according to the attached meeting document*).

Article 3. Approving the Report on the operation of the Supervisory Board in 2025, the operational orientation of the Supervisory Board in 2026 (*according to the attached meeting document*).

Article 4. Approved the audited 2025 financial statements

The General Meeting of Shareholders approved the Company's 2025 Financial Statements audited by AASC Auditing Firm Co., Ltd.

Article 5. Approving the plan to distribute profits and set up funds in 2025.

Article 6. Approved the Company's 2026 production and business plan

No.	Indicator	Unit	Actual 2025	Plan 2026	2026 Plan/ 2025 Actual (%)
1	Revenue from sales and provision of services	Billion VND	111,5	142,0	129,1%
2	Profit before tax	Billion VND	7,39	16,36	221,4%

Article 7. Approving the selection of an independent auditor in 2026

The General Meeting of Shareholders authorizes the Board of Directors to select 1 of the following auditing firms to audit the financial statements in 2026:

- A&C Auditing and Consulting Co., Ltd.
- AAC Auditing and Accounting Co., Ltd.
- AASC Auditing Firm Co., Ltd.

In case the Board of Directors fails to negotiate terms with the above auditing unit, the General Meeting of Shareholders shall assign the Board of Directors to select another audit unit from the list of independent auditing units accepted by the State Securities Commission.

Article 9. Approving the remuneration of the Board of Directors and the Supervisory Board in 2026:

Position	Remuneration/month
Board of Directors:	
- Chairman of the Board of Directors	3.000.000 VND
- Member of the Board of Directors	2.500.000 VND
- Secretary of the Board of Directors/ Person in charge of corporate governance	1.000.000 VND
Supervisory Board:	
- Head of the Supervisory Board	2.500.000 VND
- Member of the Supervisory Board	1.000.000 VND

Article 10. Approving the amendment and supplementation of the Company's business lines (*details in the attached report*)

Article 11. Approving the amendment and supplementation of the Charter of Lam Dong Food Joint Stock Company (*details in the attached report*)

Article 12. Implementation provisions

The full text of this Resolution was approved at the 2026 Annual General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company.

Members of the Board of Directors, the Board of Directors of the company and relevant grandparents based on the Resolution to be implemented from

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING**

Recipient:

- The State Securities Commission;
- Hanoi Stock Exchange;
- Members of the Board of Directors
and Supervisory Board;
- Posting the Company's website;
- Archived.

Dinh Thi Mong Van