



CÔNG TY CỔ PHẦN TẬP ĐOÀN
THỦY SẢN MINH PHÚ
MINH PHU SEAFOOD CORP.,

Số/No: 04/NQ-MPC26

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

Tp. HCM, ngày 01 tháng 07 năm 2026
HCMC, July 01st, 2026

NGHỊ QUYẾT
HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN TẬP ĐOÀN THỦY SẢN MINH PHÚ
RESOLUTION
OF THE BOARD OF DIRECTORS OF MINH PHU SEAFOOD CORPORATION

- Căn cứ Luật doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 17/06/2020 và có hiệu lực ngày 01/01/2021
Pursuant to the Law on Enterprises 2020 passed by the National Assembly of the Socialist Republic of Viet Nam on June 17, 2020 and effective from January 1st, 2021;
- Căn cứ vào Điều lệ tổ chức và hoạt động của Công ty Cổ phần Tập đoàn Thủy sản Minh Phú;
Pursuant to the Charter on organization and operation of Minh Phu Seafood Corporation;
- Căn cứ Nghị quyết ĐHCĐ thường niên số 01/NQ-ĐHCĐ26 ngày 20/06/2026;
Pursuant to the Annual General Meeting of Shareholders' Resolution No. 01/NQ-ĐHCĐ26 dated 20 June 2026;

Hội đồng quản trị Công ty Cổ phần Tập đoàn Thủy sản Minh Phú nhất trí thông qua các nội dung sau:

The Board of Directors of Minh Phu Seafood Corporation hereby unanimously resolves to approve the following matters:

ĐIỀU 1: Thông qua ban hành Điều lệ công ty theo nội dung đã được Đại hội đồng cổ đông thường niên 2026 phê duyệt, cụ thể như sau:

ARTICLE 1: To approve the promulgation of the Company's Charter in accordance with the contents approved by the 2026 Annual General Meeting of Shareholders, as follows:



STT No.	Nội dung điều lệ hiện hành <i>Current provision</i>	Nội dung sửa đổi/bổ sung <i>Amended provision</i>	Căn cứ pháp luật <i>Legal Basis</i>
1	Khoản 1 Điều 22 quy định: “Hội đồng quản trị có quyền lấy ý kiến cổ đông bằng văn bản để thông qua nghị quyết của Đại hội đồng cổ đông khi xét thấy cần thiết vì lợi ích của Công ty, trừ trường hợp quy định tại khoản 2 Điều 147 Luật Doanh nghiệp”. <i>Clause 1, Article 22: “The Board of Directors shall have the right to obtain shareholders’</i>	Sửa đổi thành: “Hội đồng quản trị có quyền lấy ý kiến cổ đông bằng văn bản để thông qua nghị quyết của Đại hội đồng cổ đông đối với tất cả các vấn đề thuộc thẩm quyền quyết định của Đại hội đồng cổ đông được quy định tại Điều 15 của Điều lệ này và quy định của pháp luật, nếu xét thấy cần thiết vì lợi ích của Công ty.” <i>Amended to: “The Board of Directors shall have the right to</i>	Khoản 2 Điều 147 và Khoản 1 Điều 149 Luật doanh nghiệp 2020 <i>Clause 2, Article 147 and Clause 1, Article 149 of the 2020 Law on Enterprises</i>

	written opinions in order to adopt resolutions of the General Meeting of Shareholders when deemed necessary in the interests of the Company, except for cases specified in Clause 2, Article 147 of the Law on Enterprises."	obtain shareholders' written opinions in order to adopt resolutions of the General Meeting of Shareholders with respect to all matters within the authority of the General Meeting of Shareholders as stipulated in Article 15 of this Charter and applicable laws, where deemed necessary in the interests of the Company."	
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ĐIỀU 2. Điều lệ Công ty được ban hành theo Nghị quyết này sẽ là Điều lệ chính thức của Công ty và sẽ thay thế Điều lệ đã ban hành trước đó cùng tất cả các sửa đổi và bổ sung (nếu có).

ARTICLE 2: The Company's Charter promulgated under this Resolution shall be the official Charter of the Company and shall replace the previously issued Charter and all amendments and supplements thereto (if any).

ĐIỀU 3. Chủ tịch Hội đồng quản trị, các thành viên Hội đồng quản trị, Tổng giám đốc điều hành và các bộ phận, cá nhân có liên quan chịu trách nhiệm thực hiện Nghị quyết này.

ARTICLE 3: The Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and relevant departments and individuals shall be responsible for the implementation of this Resolution.

Nghị quyết có hiệu lực kể từ ngày ký./.

This Resolution shall take effect from the date of signing.

TM. HỘI ĐỒNG QUẢN TRỊ

On behalf of the Board of Directors



CHỦ TỊCH BÌNH



MINH PHU SEAFOOD CORP

WARD 8 INDUSTRIAL ZONE, LY VAN LAM WARD,
CA MAU PROVINCE, VIET NAM
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THE CHARTER



CA MAU, JULY 01, 2026

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I. DEFINITIONS OF TERMS IN THIS CHARTER**Article 1. Interpretation of Terms**

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

- a) *Charter capital* means the total par value of shares sold or subscribed for upon the establishment of the joint-stock company and as prescribed in Article 6 of this Charter;
- b) *"Voting capital"* means share capital that entitles the owner to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *"Law on Enterprises"* means Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *"Securities Law"* means Securities Law No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *"Vietnam"* means the Socialist Republic of Vietnam;
- e) *"Establishment Date"* means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent legal validity);
- g) *"Executive officer"* means the General Director, Deputy General Director, Chief Accountant, and other executive officers as prescribed in the Company Charter;
- h) *"Enterprise manager"* means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial titles as prescribed in the Company Charter;
- i) *"Related person"* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- k) *"Shareholder"* means an individual or organization that owns at least one share of a joint-stock company;
- l) *"Founding shareholder"* means a shareholder who owns at least one common share and signs the list of founding shareholders of a joint-stock company;
- m) *"Major shareholder"* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) *"Term of operation"* means the duration of the Company's operation as prescribed in Article 2 of this Charter and any extension thereof, if approved by the Company's General Meeting of Shareholders;
- o) *"Stock Exchange"* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements, or replacements thereof.

3. Headings (Sections and Articles of this Charter) are provided for convenience of reference and shall not affect the interpretation of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Name of the Company

- Vietnamese name of the Company: MINH PHU SEAFOOD JOINT STOCK COMPANY
- Foreign-language name of the Company: MINH PHU SEAFOOD JOINT-STOCK COMPANY
- Abbreviated name of the Company: MINH PHU SEAFOOD CORP

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

3. Registered head office of the Company:

- Head office address: Ward 8 Industrial Zone, Ly Van Lam Ward, Ca Mau Province, Vietnam
- Telephone: (0290) 3838262
- Fax: (0290) 3833119
- Email: minhphu@minhphu.com
- Website: www.minhphu.com

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

5. Unless terminated prior to the term specified in Clause 2 of Article 54 or extended in accordance with Article 55 of this Charter, the Company's term of operation shall be indefinite from the Date of Establishment.

Article 3. Legal Representative of the Company

1. The Company has one (01) legal representative, who is the General Director.

2. Rights and obligations of the legal representative:

- Exercise assigned rights and perform assigned obligations honestly, prudently, and to the best of his or her ability in order to protect the lawful interests of the enterprise;
- Remain loyal to the interests of the enterprise; not use the enterprise's information, know-how, or business opportunities, nor abuse his or her position or title, nor use the enterprise's assets for personal gain or to serve the interests of other organizations or individuals;
- Notify the enterprise in a timely, complete, and accurate manner of any enterprise owned by him/her or his/her related persons, or in which he/she or his/her related persons hold shares or contributed capital, in accordance with the Law on Enterprises;
- Sign financial and commercial contracts on behalf of the Company; organize and manage

the Company's day-to-day business operations in accordance with best management practices. In the absence of the legal representative, he or she must authorize one or more other enterprise managers to perform such duties to ensure the stable and continuous business operations of the Company.

3. The legal representative of the enterprise shall be personally liable for any damage caused to the enterprise due to a breach of the obligations specified in Clause 2 of this Article.

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

Article 4. Operational Objectives of the Company

1. Business lines of the Company:

No.	Business Line	Business Line Code
1	Processing and preservation of aquatic products and products made from aquatic products. <i>Details: Processing and export of aquatic products.</i> <i>Import of raw materials and auxiliary materials for export production.</i>	1020 (Main)
2	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and neohouzeaua) and live animals. <i>Details: Wholesale of feed and feed ingredients for cattle, poultry, and aquaculture.</i> <i>(The aforementioned raw materials and auxiliary materials are not included in the list of goods for which the Company is not permitted to exercise import, export, and distribution rights in Vietnam under Article 2 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Minister of Industry and Trade; and the Company shall comply with Decree No. 09/2018/ND-CP dated January 15, 2018.)</i>	4620
3	Wholesale of food. <i>Details: Trading in raw materials and auxiliary materials for processing export goods, excluding cane sugar and beet sugar.</i> <i>(The aforementioned raw materials and auxiliary materials are not included in the list of goods for which the Company is not permitted to exercise import, export, and distribution rights in Vietnam under Article 2 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Minister of Industry and Trade; and the Company shall comply with Decree No. 09/2018/ND-CP dated January 15, 2018.)</i>	4632

4	Inland aquaculture. <i>Details: Inland aquaculture and production of aquatic species.</i>	0322
5	Wholesale of other machinery, equipment, and spare parts. <i>Details: Import of machinery and equipment for export production.</i> <i>(The aforementioned raw materials and auxiliary materials are not included in the list of goods for which the Company is not permitted to exercise import, export, and distribution rights in Vietnam under Article 2 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Minister of Industry and Trade; and the Company shall comply with Decree No. 09/2018/ND-CP dated January 15, 2018.)</i>	4659
6	Real estate business; land use rights belonging to owners, users, or lessees. <i>Details: Real estate business. Excluding investment in the construction of cemetery infrastructure for the transfer of land use rights attached to such infrastructure under Clause 1, Article 3 of the Law on Real Estate Business.</i> <i>(Foreign-invested enterprises shall be responsible for conducting business activities in accordance with treaties to which Vietnam is a contracting party.)</i>	6810
7	Water collection, treatment, and supply.	3600
8	Drainage and wastewater treatment.	3,700

2. Operational objectives of the Company: to mobilize and efficiently utilize capital resources for investment and business activities with the objective of lawfully maximizing profits; creating stable employment for employees; increasing dividends for shareholders; and fulfilling tax obligations and other financial obligations in accordance with the law.

Article 5. Business Scope and Operations of the Company

The Company is authorized to conduct business activities in the business lines specified in this Charter that have been registered, for which changes to enterprise registration details have been notified to the business registration authority, and which have been published on the National Enterprise Registration Portal. Where the Company engages in conditional business investment lines, it must fully satisfy the business conditions prescribed by the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**Article 6. Charter Capital, Shares, and Founding Shareholders**

1. The Company's charter capital is VND 4,010,930,000,000 (*Four trillion ten billion nine hundred thirty million Vietnamese dong*).

The Company's total charter capital is divided into 401,093,000 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.

3. As of the date of adoption of this Charter, the Company's shares consist of common shares. The rights and obligations of shareholders holding each class of shares are set forth in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.

5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed for by shareholders shall be allocated by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company in the manners prescribed in this Charter and applicable law.

7. The Company may issue other types of securities in accordance with the law.

Article 7. Share Certificates

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

2. A share certificate is a type of security certifying the lawful rights and interests of its owner with respect to a portion of the share capital of the issuing organization. A share certificate must contain all particulars prescribed in Clause 1 of Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the submission of complete application for transferring ownership of shares in accordance with the Company's regulation, or within [...] days from the day on which the shares are fully paid in the Company's share issuance (or another time limit stipulated in the issuance clauses), the holders of the shares shall be granted with share certificates without paying the printing cost of share certificates to the Company.

4. In case a share certificate is lost or damaged, the shareholder shall be granted with a new share certificate by the Company on the shareholder's request. The shareholder's request shall include:

a) Information regarding the share certificate that has been lost, damaged, or otherwise destroyed;

b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

5. The holder of a bearer share certificate shall be solely responsible for safeguarding such certificate, and the Company shall not be liable in cases where such certificate is stolen or used for fraudulent purposes.

6. The Company may issue registered shares in uncertificated form. The Board of Directors may issue written regulations permitting the transfer of registered shares - whether certificated or uncertificated - without requiring a written instrument of transfer. The Board of Directors may issue regulations on the certification and transfer of shares in accordance with the Law on Enterprises, the laws on securities and the securities market, and this Charter.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares may be transferred freely unless otherwise stipulated in this Charter and law. Shares listed, registered on Stock Exchanges may be transferred in accordance with regulations on securities and the securities market.

2. Shares that are not fully paid for are not permitted to be transferred and shall not receive relevant rights such as right to receive dividends, right to receive additional shares issued to increase Charter capital from equity capital, right to buy new shares in share issuance and other benefits in accordance with law.

Article 10. Reclamation of shares (Applicable upon Enterprise Registration)

1. In case a shareholder fails to pay in full and on time for the amount payable for the subscribed shares, the Board of Directors shall send a notice to the shareholder to request for payment of such amount and bearing responsibility for the Company's financial obligations in correspondence with the total face value of the subscribed shares due to the failure to pay in full and on time for the subscribed shares.

2. The above-mentioned notice shall specify the new deadline for payment (at least 07 days from the date of sending the notice), place for payment and clearly state that in the event that the payment is not made as required, the shares which have not yet been fully paid for will be reclaimed.

3. The Board of Directors may reclaim the shares that are not paid in full and on time for if the requirements mentioned in the notice are not fulfilled.

4. Shares reclaimed are considered as authorized shares stipulated in Clause 3 Article 112 of the Enterprises Law. The Board of Directors may directly or authorize a third party to sell or redistribute these shares under the conditions and methods that the Board of Directors consider appropriate.

5. The shareholder holding the reclaimed shares will no longer have shareholder status to these shares but still bear responsibility for the Company's financial obligations in correspondence with the total face value of the subscribed shares that arise at the time of reclamation in accordance with the

decision of the Board of Directors from the date of reclamation to the date of payment. The Board of Directors has the full authority to enforce payment of the total value of these shares at the time of reclamation.

6. The reclamation notice shall be sent to the holder of reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence in sending reclamation notice.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, Governance, and Control Structure

The Company's organizational, management and supervision of the Company include:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

- a) To attend and express opinions at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or by another method prescribed by the Company Charter and law. Each common share carries one vote;
- b) To receive dividends at the rate determined by the General Meeting of Shareholders;
- c) To have priority in purchasing newly issued shares in proportion to each shareholder's ownership percentage of the Company's common stock;
- d) To freely transfer their shares to others, except in the cases prescribed in Clause 3 of Article 120 and Clause 1 of Article 127 of the Law on Enterprises and other relevant legal provisions;
- dd) To inspect, review, and extract information regarding names and contact addresses from the list of shareholders entitled to vote; and to request correction of any inaccurate information;
- e) To inspect, review, extract, or copy the Company's Articles of Incorporation, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;
- g) Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding ratio in the Company;
- h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class shall confer upon its owner equal rights, obligations, and interests. Where the Company has classes of preferred shares, the rights and obligations attached to such classes of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

l) To have their lawful rights and interests protected; and to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders holding five percent (5%) or more of the total common shares shall have the following rights:

a) To nominate candidates for membership on the Board of Directors or the Board of Supervisors in accordance with the Law on Enterprises and this Charter.

Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by such shareholder or group of shareholders is fewer than the number they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

b) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 of Article 115 and Article 140 of the Law on Enterprises;

c) To inspect, review, and obtain copies of minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

d) To request the Board of Supervisors to inspect specific matters relating to the management and administration of the Company's operations when deemed necessary. The request must be made in writing and include the following information: full name, contact address, nationality, and legal identification number of an individual shareholder; name, enterprise identification number, or legal identification number of an organizational shareholder and the address of its head office; the number of shares and the date of share registration for each shareholder; the total number of shares held by the shareholder group and its ownership percentage of the Company's total shares; the matter to be inspected and the purpose of the inspection;

dd) To propose matters to be included on the agenda of a General Meeting of Shareholders. The proposal must be submitted in writing to the Company no later than three (03) business days before the meeting's opening date. The proposal must specify the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion on the meeting agenda;

e) Other rights as prescribed by law and this Charter.

Article 13. Obligations of Shareholders

Common shareholders shall have the following obligations:

1. To pay in full and on time for the number of shares subscribed for.
2. Not to withdraw capital contributed in the form of common shares from the Company in any form, except where such shares are repurchased by the Company or another person. If a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons with related interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and for any resulting damages.
3. To comply with the Company's Articles of Incorporation and Internal Management Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential any information provided by the Company in accordance with the Company Charter and applicable law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to be strictly prohibited from disclosing, copying, or transmitting information provided by the Company to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights in the following ways:
 - a) Attending and voting in person at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting via an online conference, electronic voting, or another electronic method;
 - d) Sending voting ballots to the meeting by mail, fax, or email;
7. To be personally liable when acting on behalf of the Company in any capacity to commit any of the following acts:
 - a) Violating the law;
 - b) Conducting business or other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying debts that are not yet due, thereby exposing the Company to financial risks;
8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the Company's highest decision-making body. The annual General Meeting of Shareholders shall be held once a year within four (04) months of the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors may decide to extend the annual General Meeting of

Shareholders if necessary, provided that such extension does not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of a General Meeting of Shareholders shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, in particular approving the audited annual financial statements. If the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved audit firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved audit firm shall be 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 in the best interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2 of Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders, or the written request may be submitted in multiple copies, each bearing the signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- dd) 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 General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors reaches the level prescribed in Point b, Clause 3 of this Article, or from the date of receipt of a request prescribed in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a of Clause 4 of this Article, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors within the following thirty (30) days, in accordance with Clause 3 of Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in Point b of Clause 4 of this Article, the shareholder or group of shareholders specified in Point c of Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with 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 oversee the order and procedures for convening, conducting the meeting, and adopting decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) The procedures for organizing a General Meeting of Shareholders shall comply with Clause 5 of Article 140 of the Law on Enterprises.

Article 15. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:

- a) To approve the Company's development strategy;
- b) To determine the classes of shares and the total number of shares of each class authorized for issuance; and to determine the annual dividend rate for each class of shares;
- c) To elect, relieve from duty, and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investments in or sales of assets with a value equal to thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
- dd) To decide on amendments and supplements to the Company's Articles of Incorporation;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h) To consider and address violations committed by members of the Board of Directors or members of the Board of Supervisors that cause harm to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved audit firms; to select an approved audit firm to audit the Company's operations; and to dismiss an approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The Board of Directors' report on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;

- d) The report of the Board of Supervisors on the Company's business performance and the performance results of the Board of Directors and the General Director;
- dd) The self-assessment report on the performance of the Board of Supervisors and its members;
- e) The dividend rate per share for each class;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) The election, suspension, and removal of members of the Board of Directors and members of the Board of Supervisors;
- i) Decisions regarding the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approval of the list of approved audit firms; and the selection of an approved audit firm to inspect the Company's operations when deemed necessary;
- l) Amendments and supplements to the Company Charter;
- m) Classes of shares and the number of new shares to be issued for each class of shares;
- n) Division, separation, consolidation, merger, or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Decisions regarding investments in or the sale of assets with a value equal to thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
- q) Decisions regarding the repurchase of more than ten percent (10%) of the total issued shares of each class;
- r) The Company enters into contracts or transactions with the persons specified in Clause 1 of Article 167 of the Law on Enterprises, with a value equal to or greater than thirty-five percent (35%) of the Company's total asset value as recorded in its most recent financial statements;
- s) Approval of the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain articles of the Law on Securities;
- t) Approval of the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;
- u) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to Attend General Meetings of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may attend meetings in person or authorize one or more other individuals or organizations to attend meetings, or attend meetings by one of the methods prescribed in Clause 3 of Article 144 of the Law on Enterprises.

2. Authorization for an individual or organization to represent a shareholder at a General Meeting of Shareholders, as prescribed in Clause 1 of this Article, must be in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder (), the name of the authorized individual or organization, the number of shares authorized, the contents of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend a General Meeting of Shareholders must submit the authorization document upon registration for attendance. In the case of sub-authorization, the meeting attendee must additionally present the original authorization document from the shareholder or the authorized representative of the organizational shareholder, unless it has previously been registered with the Company.

3. Voting ballots cast by an authorized attendee within the authorized scope shall remain valid upon the occurrence of any of the following events, except where:

- a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person acting under the authorization.

This provision shall not apply if the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders as provided in Article 17 or before the meeting is reconvened.

Article 17. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preferred shares shall take effect upon approval by shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by shareholders holding the same class of preferred shares attending the meeting and representing at least seventy-five percent (75%) of the total number of preferred shares of such class, or by shareholders holding at least seventy-five percent (75%) of the total number of preferred shares of such class in the case of adoption of a resolution by written consent.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned variation of rights shall be valid only when at least two (02) shareholders, or their authorized representatives, are present and hold at least one-third (1/3) of the aggregate par value of the issued shares of such class. If the quorum stated above is not met, the meeting shall be reconvened within the following thirty (30) days, and the holders of shares of such class who are present in person or through authorized representatives, regardless of their number and the number of shares held, shall be deemed to satisfy the required quorum. At such meetings of shareholders holding preferred shares, holders of shares of such class who are present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in the same manner as the provisions set forth in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, special rights attached to classes of shares conferring preferential rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening Meetings, Meeting Agenda, and Notices of Invitation to Meetings of the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 3 of Article 14 of this Charter.

2. The person convening a meeting of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared no later than ten (10) days before the date the notice of invitation to the General Meeting of Shareholders is sent. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;

b) Prepare the agenda and meeting materials;

c) Prepare meeting materials;

d) Draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;

dd) Determine the time and venue of the meeting;

e) Notify and send notices of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Perform other tasks related to the meeting.

3. Notices of invitation to meetings of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and shall concurrently be disclosed on the Company's website and to the State Securities Commission and the Stock Exchange on which the Company's shares are listed or registered for trading, and disclosed on the online system in the case of electronic voting. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting, counted from the date on which the notice is duly sent or dispatched. The agenda of the General Meeting of Shareholders and documents relating to the matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must specify the access path to all meeting documents so that shareholders may access them, including:

- a) The meeting agenda and documents to be used at the meeting;
- b) The list and detailed information of candidates in the event of an election for members of the Board of Directors or members of the Board of Supervisors;
- c) Voting ballots;
- d) A proxy form;
- e) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2 of Article 12 of this Charter shall have the right to propose matters for inclusion on the agenda of the General Meeting of Shareholders. The proposal must be submitted in writing to the Company no later than three (03) business days before the meeting's opening date. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion on the meeting agenda.

5. The person convening the General Meeting of Shareholders may reject a proposal specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time the proposal is made, the shareholder or group of shareholders does not hold at least five percent (5%) of the common shares, as prescribed in Clause 2 of Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and meeting materials, except in the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and meeting materials if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be held when the attending shareholders represent at least sixty-five percent (65%) of the total voting shares.

2. If the first meeting fails to meet the conditions for convening the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the attending shareholders represent at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting fails to meet the conditions for convening the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third meeting of the General Meeting of Shareholders shall be held regardless of the total number of voting shares represented by the attending shareholders.

Article 20. Procedures for Conducting and Voting at Meetings of the General Meeting of Shareholders

1. Before the meeting begins, the Company shall conduct shareholder registration procedures and shall continue registration until all shareholders entitled to attend the meeting who are present have completed registration in the following order:

a) Upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card specifying the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes for such shareholder. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by voting in favor, voting against, or abstaining. At the meeting, voting cards in favor of a resolution shall be collected first, followed by those against the resolution, and finally, the total number of votes for or against shall be tallied for decision-making purposes. The chairperson shall announce the vote-counting results immediately before the meeting adjourns. The meeting shall elect individuals responsible for vote counting or supervising vote counting upon the chairperson's proposal. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders based on the proposal of the meeting's chairperson;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons who arrive after the meeting has begun shall have the right to register immediately and thereafter participate in and vote at the meeting immediately following registration. The chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters voted on prior to their arrival shall remain unchanged.

2. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall serve as chairperson or authorize another member of the Board of Directors to serve as chairperson of a General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of their number to serve as chairperson of the meeting by a majority vote. If no chairperson can be elected, the Chairperson of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person receiving the highest number of votes shall serve as chairperson of the meeting;

b) Except as provided in Point a of this Clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the process for the General Meeting of Shareholders to elect a chairperson of the meeting, and the person receiving the highest number of votes shall act as chairperson of the meeting;

c) The chairperson shall appoint one or more persons to serve as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the chairperson of the meeting.

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

4. The chairperson of the meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and in a manner that reflects the wishes of the majority of attendees.

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

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by voting in favor, voting against, or abstaining. The results of the vote count shall be announced by the chairperson immediately before the meeting adjourns.

6. Shareholders or authorized persons attending the meeting who arrive after the meeting has begun may still register and shall have the right to participate in voting immediately after registration; in such cases, the validity of matters voted on prior to their arrival shall remain unchanged.

7. The person convening the meeting or the chairperson of a General Meeting of Shareholders shall have the following rights:

- a) Require all meeting attendees to undergo inspection or other lawful and reasonable security measures;
- b) Request the competent authority to maintain order at the meeting; expel from the General Meeting of Shareholders any persons who fail to comply with the chairperson's authority to conduct the meeting, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The chairperson shall have the right to postpone a General Meeting of Shareholders for which the number of registered attendees meets the required quorum for a maximum period of three (03) working days from the intended opening date of the meeting, and may postpone the meeting or change the meeting venue only in the following cases:

- a) The meeting venue does not have sufficient seating to accommodate all attendees;
- b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c) An attendee disrupts or disturbs the order, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

9. If the chairperson postpones or suspends a General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person— —from among

the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall be valid and enforceable.

10. Where the Company uses modern technology to organize the General Meeting of Shareholders as an online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote via electronic voting or another electronic method in accordance with Article 144 of the Law on Enterprises and Clause 3 of Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain articles of the Law on Securities.

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

1. Except for the cases specified in Clauses 2 and 3 of this Article and Clauses 4 and 6 of Article 148 of the Law on Enterprises, decisions of the General Meeting of Shareholders on the following matters shall be adopted when approved by shareholders holding at least sixty-five percent (65%) of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders:

- a) Approval of the annual financial statements;
- b) The Company's short-term and long-term development plans;
- c) Removal from office, dismissal, and replacement of members of the Board of Directors and the Board of Supervisors, and reports on the appointment of the General Director by the Board of Directors;
- d) Changes to business lines, sectors, and fields of business;

2. The election of members of the Board of Directors and the Board of Supervisors shall be conducted in accordance with Clause 3 of Article 148 of the Law on Enterprises.

3. Decisions of the General Meeting of Shareholders regarding amendments and supplements to the Articles of Incorporation, classes of shares and the number of shares authorized for issuance, reorganization or dissolution of the enterprise, or transactions involving the purchase or sale of assets of the Company or its branches with a value equal to thirty-five percent (35%) or more of the Company's total asset value as recorded in the most recent audited financial statements shall be adopted upon approval by shareholders holding at least sixty-five percent (65%) of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and immediately effective even if the order and procedures for adopting such resolutions were not strictly followed in accordance with the Law on Enterprises and this Charter.

5. Minutes of meetings and resolutions of the General Meeting of Shareholders shall be prepared in both Vietnamese and English. In the event of any discrepancy between the two languages, the Vietnamese version shall prevail.

Article 22. Authority and Procedures for Obtaining Written Consent from Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written consent from shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors has the authority to solicit written consent from shareholders to adopt resolutions of the General Meeting of Shareholders regarding all matters within the decision-making authority of the General Meeting of Shareholders as specified in Article 15 of these Bylaws and in accordance with the law, if deemed necessary in the best interests of the Company.
2. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders, and explanatory materials regarding the draft resolution, and send them to all shareholders with voting rights no later than 15 days before the deadline for returning the opinion form. The requirements and procedures for submitting the opinion form and accompanying materials shall be carried out in accordance with the provisions of Clause 3 of Article 18 of these Articles of Association.
3. The opinion form must include the following main contents:
 - a) Name, address of the principal office, and business registration number;
 - b) The purpose of the vote;
 - c) Last name, first name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of its principal office for organizational shareholders; or the full name, contact address, nationality, and legal identification number of the individual acting as the representative of an organizational shareholder; the number of shares of each class and the number of voting shares held by the shareholder;
 - d) Matters requiring a vote to adopt a resolution;
 - d) Voting options, including “in favor,” “against,” and “abstain,” for each matter subject to a vote;
 - e) The deadline for returning the completed voting form to the Company;
 - g) The full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit completed voting ballots to the Company by mail, fax, or email in accordance with the following provisions:
 - a) If sent by mail, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion

form sent to the Company must be enclosed in a sealed envelope, and no one is permitted to open it prior to the vote count;

b) If submitted by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting;

c) Ballot forms submitted to the Company after the deadline specified in the ballot form, or that have been opened in the case of mail and disclosed in the case of fax or email, are invalid. Ballot forms not submitted to the Company shall be deemed as abstentions.

5. The Board of Directors shall count the ballots and prepare a ballot counting record in the presence of the Audit Committee or a shareholder who does not hold a management position with the Company. The ballot counting record must include the following main details:

a) Name, address of the principal office, and business registration number;

b) The purpose and matters to be voted on for the adoption of the resolution;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, along with the method of submitting ballots, accompanied by an appendix listing the shareholders who participated in the voting;

d) The total number of votes in favor, against, and abstentions for each matter;

e) The matters that were approved and the corresponding approval vote percentages;

e) The 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, the ballot counter, and the ballot counting supervisor shall be jointly and severally liable for the integrity and accuracy of the ballot counting minutes; they shall also be jointly and severally liable for any damages arising from decisions adopted as a result of fraudulent or inaccurate ballot counting.

6. The vote tally and the resolution must be sent to the shareholders within 15 days from the date the vote tally is completed. The requirement to send the vote tally and the resolution may be satisfied by posting them on the Company's website within 24 hours from the time the vote tally is completed.

7. The completed proxy forms, the vote tally, the adopted resolution, and any related documents attached to the proxy forms must be retained at the Company's principal office.

8. A resolution adopted through a written shareholder vote is valid if approved by shareholders holding more than 65% of the total voting shares of all shareholders entitled to vote, and shall have the same legal effect as a resolution adopted at a General Shareholders' Meeting.

9. In cases where the Board of Directors decides to conduct a written vote through electronic voting or other electronic means, the content and format of the written vote ballot shall be in accordance with the provisions of the Company's Internal Regulations on Corporate Governance.

Article 23. Resolutions and Minutes of the General Shareholders' Meeting

1. Minutes must be taken of the General Shareholders' Meeting, and the meeting may be audio-recorded or recorded and stored in another electronic format. The minutes must be prepared in Vietnamese; they may also be prepared in a foreign language and must include the following main contents:

- a) Name, address of the principal office, and business registration number;
 - b) The time and location of the General Meeting of Shareholders;
 - c) The agenda and content of the meeting;
 - d) The full name of the chairperson and the secretary;
 - e) A summary of the proceedings and the opinions expressed at the General Meeting of Shareholders regarding each item on the agenda;
 - e) The number of shareholders and the total number of votes cast by attending shareholders, along with an appendix listing the registered shareholders and their representatives in attendance, including their respective shareholdings and corresponding votes;
 - g) The total number of votes cast for each item on the ballot, specifying the voting method, the total number of valid and invalid votes, and the number of votes in favor, against, and abstentions; the corresponding percentages of the total votes cast by attending shareholders;
 - h) The matters that were approved and the corresponding approval vote percentages;
 - i) The full name and signature of the chairperson and the secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the information required under this clause. The meeting minutes shall clearly state that the chairperson or secretary refused to sign the minutes.
2. The minutes of the General Shareholders' Meeting must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the minutes' content.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy in content between the Vietnamese-language minutes and the foreign-language minutes, the content of the Vietnamese-language minutes shall prevail.

4. Resolutions, the minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting along with their signatures, proxy documents authorizing attendance at the meeting, all documents attached to the minutes (if any), and related materials accompanying the meeting notice must be disclosed in accordance with the legal provisions on information disclosure in the securities market and must be retained at the Company's principal office.

Article 24. Request to Revoke a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote tally results from the General Meeting of Shareholders, a shareholder or a group of shareholders as specified in , paragraph 2 of Article 115 of the Enterprise Law , has the right to request a court or an arbitration tribunal to review and annul the resolution or part of the content of the General Meeting of Shareholders' resolution in the following cases:

1. The procedures for convening the General Meeting of Shareholders and adopting resolutions seriously violate the provisions of the Enterprise Law and the Company's Articles of Association, except as provided for in Clause 4 of Article 21 of these Articles of Association.
2. The content of the resolution violates the law or these Articles of Association.

VII. BOARD OF DIRECTORS**Article 25 . Nomination and Election of Board of Directors Members**

1. Where candidates for the Board of Directors have been identified, the Company must disclose information regarding such candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information regarding Board of Directors candidates that must be disclosed includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions at other companies);
- e) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company's Articles of Association;

g) A publicly traded company must disclose information regarding the companies where a Board of Directors candidate holds a position as a Board member, other management positions, and any interests related to the candidate's company (if any).

2. A shareholder or group of shareholders holding 5% or more of the total common shares may nominate a candidate for the Board of Directors or a greater number as specified in a resolution of the General Shareholders' Meeting.

3. If the number of Board of Directors candidates approved through nominations and elections still falls short of the required number as stipulated in Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Board of Directors' Operating Regulations. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Articles of Association.

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

1. The number of Board of Directors members shall be no fewer than 5 and no more than 11.

2. The term of office for a member of the Board of Directors shall not exceed 5 years, and such a member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of a company's Board of Directors for no more than two consecutive terms. In the event that all members of the Board of Directors' terms expire simultaneously, such members shall continue to serve on the Board of Directors until new members are elected to replace them and assume their duties

3. The composition of the Board of Directors is as follows:

The composition of the Board of Directors of a publicly traded company must ensure that at least one-third of the total number of Board members are non-executive members. The company shall limit to the maximum extent possible the number of Board members who concurrently hold executive positions within the company to ensure the independence of the Board of Directors.

The total number of independent Board members must meet the following requirements:

a) There must be at least one independent member if the company has between three and five Board members;

b) There must be at least two independent members if the company has between six and eight Board members;

- c) There must be at least 3 independent members if the company has 9 to 11 Board members.
- 4. A Board of Directors member ceases to hold the position of Board of Directors member if he or she is removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with the provisions at Article 160 of the Enterprise Law .
- 5. The appointment of Board of Directors members must be disclosed in accordance with the legal provisions on information disclosure in the securities market.
- 6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Powers and Duties of the Board of Directors

- 1. The Board of Directors is the Company's governing body and has full authority to act on behalf of the Company to make decisions and exercise the Company's rights and fulfill its obligations, except for those rights and obligations that fall within the authority of the General Meeting of Shareholders.
- 2. The powers and duties of the Board of Directors are prescribed by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a) To decide on the Company's strategy, medium-term development plan, and annual business plan;
 - b) To propose the types of shares and the total number of shares authorized for issuance for each type;
 - c) To decide on the sale of unsold shares within the authorized issuance limit for each class; to decide on raising additional capital through other means;
 - d) To determine the selling price of the Company's shares and bonds;
 - e) Decisions to repurchase shares in accordance with , paragraphs 1 and 2 of Article 133 of the Enterprise Law ;
 - e) Decide on investment plans and projects within the scope of authority and limits prescribed by law;
 - g) Decide on market development, marketing, and technology strategies;
 - h) Approve purchase, sale, loan, and borrowing contracts, as well as other contracts and transactions with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed at , Point d of Paragraph 2 of Article 138, and Paragraphs 1 and 3 of Article 167 of the Enterprise Law ;

- i) To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, enter into contracts with, or terminate contracts with the General Director and other key managers as specified in the Company's Articles of Association; and to determine the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Shareholders' Meeting of another company, and determine the remuneration and other benefits of such representatives;
- k) Supervise and direct the General Director and other managers in the day-to-day management of the Company's business operations;
- l) Determine the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries, branches, and representative offices; and decide on capital contributions and the purchase of shares in other businesses;
- m) Approve the agenda and materials for General Shareholders' Meetings, convene General Shareholders' Meetings, or seek the General Shareholders' Meeting's approval of resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend payout rate; decide on the timing and procedures for dividend payments or the handling of losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; file for the Company's bankruptcy;
- q) Decide to issue the Board of Directors' Operating Regulations and internal corporate governance regulations after they have been approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;
- s) To establish operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
- t) Resolve the Company's complaints against business executives and decide on the selection of the Company's representatives to address issues related to legal proceedings against such executives;
- u) Amending the authorized capital, paid-in capital, and number of shares specified in Clause 1 of Article 6 after the Company has completed capital increases approved by the General Meeting of Shareholders in accordance with applicable laws;
- v) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other applicable laws, and the Company's Articles of Association.

3. The Board of Directors must report to the General Meeting of Shareholders on the Board's operational results in accordance with the provisions at Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, issued by the Government, which provides detailed regulations for the implementation of certain provisions of the Securities Law.

Article 28. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to fulfill the duties of a Board member and the daily remuneration rate. The Board of Directors determines the remuneration level for each member by consensus. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. The compensation for each Board member is included in the Company's operating expenses in accordance with corporate income tax laws, is reported as a separate line item in the Company's annual financial statements, and must be reported to the General Shareholders' Meeting at the annual meeting.

4. [Board members who hold executive positions, or who serve on subcommittees of the Board of Directors, or who perform duties beyond the scope of the typical responsibilities of a Board member, may be paid additional compensation in the form of a lump-sum payment on a per-occurrence basis, salary, commission, a percentage of profits, or in another form as determined by the Board of Directors.]

5. Board members are entitled to reimbursement for all travel, meal, lodging, and other reasonable expenses they have incurred while performing their duties as Board members, including expenses incurred in attending meetings of the General Shareholders' Meeting, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities of Board members arising from violations of the law or the Company's Articles of Association.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors may not concurrently serve as the Chief Executive Officer.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

- a) To establish the Board of Directors' agenda and operational plans;
- b) To prepare the agenda, content, and materials for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions by the Board of Directors;
- d) To oversee the implementation of the Board of Directors' resolutions and decisions;
- e) Preside over General Shareholders' Meetings;
- f) Other rights and obligations as prescribed by the Enterprise Law and the Company's Articles of Association.

4. In the event that the Chair of the Board of Directors submits a letter of resignation or is relieved of duty or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or the date of relief from duty or removal from office.

5. If the Chairperson of the Board of Directors is absent or unable to perform his or her duties, he or she must delegate authority in writing to another member to exercise the rights and fulfill the obligations of the Chairperson of the Board of Directors [in accordance with the principles set forth in the Company's Articles of Association]. In the event there is no authorized representative, or if the Chairperson of the Board of Directors dies, goes missing, is in pretrial detention, is serving a prison sentence, is undergoing administrative sanctions at a compulsory drug rehabilitation facility or a compulsory educational facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in cognition or self-control, or has been prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairperson of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election for that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member received the highest number of votes or the highest percentage of votes and are tied, the members shall vote by a majority to select one of them to convene the Board of Directors meeting.

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

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

- a) Upon a request from the Audit Committee or an independent member of the Board of Directors;
- b) Upon a request from the Chief Executive Officer or at least five other managers;
- c) Upon a request from at least two members of the Board of Directors;

4. The request specified in paragraph 3 of this Article must be made in writing, clearly stating the purpose, the matters to be discussed, and the decisions within the Board of Directors' authority.

5. The Chairman of the Board of Directors must convene a Board of Directors meeting within 7 working days from the date of receiving the request specified in paragraph 3 of this Article. If a Board of Directors meeting is not convened in accordance with the request, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a meeting notice no later than 5 working days before the meeting date. The meeting notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The meeting notice must be accompanied by the documents to be used at the meeting and the voting ballots for members.

The notice of the Board of Directors meeting may be sent via written invitation, telephone, fax, electronic means, or other methods specified in the Company's Articles of Association, provided that it is delivered to the contact address of each Board member as registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the members of the Audit Committee in the same manner as for members of the Board of Directors.

Members of the Audit Committee have the right to attend Board of Directors meetings; they have the right to participate in discussions but may not vote.

8. A Board of Directors meeting shall be held when three-fourths or more of the total number of members are present. If a meeting convened in accordance with this provision does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting. In this case, the meeting shall proceed if more than half of the Board of Directors members are present.

9. A Board of Directors member is considered to be present and voting at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote in accordance with the provisions of paragraph 11 of this Article;
- c) Participating and voting via a video conference, electronic voting, or other electronic means;
- d) Submitting a voting ballot to the meeting via mail, fax, or email;
- e) Submit a voting ballot by other means.

10. If a voting ballot is sent to the meeting by mail, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The voting ballot may only be opened in the presence of all meeting attendees.

11. Members must attend all Board of Directors meetings in person. A member may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the side supported by the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subordinate subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of subcommittee members is determined by the Board of Directors and must include at least three members, comprising both Board members and external members. [Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute a majority of the subcommittee, and one of these members shall be appointed as Chair of the subcommittee by decision of the Board of Directors.] The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are valid only when a majority of members are present and vote in favor at a subcommittee meeting.

2. The implementation of decisions made by the Board of Directors or by a subcommittee under the Board of Directors must comply with current laws and regulations, as well as the provisions of the Company's Articles of Association and the Internal Regulations on Corporate Governance.

Article 32. Corporate Governance Officer

1. The Company's Board of Directors must appoint at least one corporate governance officer to support corporate governance activities within the enterprise. The corporate governance officer may

concurrently serve as the Company Secretary in accordance with the provisions at , Article 156, Clause 5 of the Enterprise Law .

2. The corporate governance officer may not simultaneously work for an approved auditing firm that is currently auditing the Company's financial statements.

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

a) To advise the Board of Directors on organizing General Shareholders' Meetings in accordance with regulations and on matters related to the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee;

c) To advise on the procedures for such meetings;

d) Attend meetings;

e) Advise on the procedures for drafting Board of Directors resolutions in accordance with legal regulations;

e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Audit Committee;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Serve as the point of contact for stakeholders;

i) Maintain confidentiality of information in accordance with applicable laws and the Company's Articles of Association;

k) Other rights and obligations as prescribed by law and the Company's Articles of Association.

VIII. THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 33. Management Structure

The Company's management system must ensure that the management structure is accountable to the Board of Directors and is subject to the Board's supervision and direction in the Company's day-to-day business operations. The Company has a Chief Executive Officer, Deputy Chief Executive Officers, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, removal, or dismissal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Company Executives

1. The Company's executive officers include the General Director, Deputy General Directors, Chief Accountant, and other executive officers as provided for in the Company's Articles of Association.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may hire other executives in numbers and according to standards consistent with the Company's organizational structure and management regulations as prescribed by the Board of Directors. Company executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive a salary and bonuses. The General Director's salary and bonuses shall be determined by the Board of Directors.
4. The salaries of executives are included in the Company's operating expenses in accordance with corporate income tax laws, are reported as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Removal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to serve as Chief Executive Officer.
2. The General Director manages the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and under the law for the exercise of the rights and fulfillment of the duties assigned to him or her.
3. The term of office of the General Director shall not exceed five years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Articles of Association.
4. The General Director has the following rights and obligations:
 - a) To decide on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of the Board of Directors' resolutions and decisions;
 - c) Organize the implementation of the Company's business plans and investment proposals;
 - d) To propose organizational structure and internal management regulations for the Company;
 - e) Appoint, suspend, or dismiss management positions within the Company, except for those positions falling under the authority of the Board of Directors;

- e) Determine salaries and other benefits for employees of the Company, including managers appointed by the General Director;
- g) Recruit employees;
- h) Propose plans for dividend payments or the handling of operating losses;
- i) Propose measures to improve the Company's operations and management;
- k) Propose the number and specific individuals for executive positions that the Company needs to recruit, for the Board of Directors to appoint or remove in accordance with internal regulations, and propose compensation, salaries, and other benefits for such executives for the Board of Directors to decide;
- l) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as "budgets") to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) 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;
- m) Other rights and obligations as prescribed by law, the Company's Articles of Association, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may remove the Chief Executive Officer from office if a majority of the voting members of the Board of Directors present at the meeting approve the removal and appoint a new Chief Executive Officer to replace him or her.

IX. AUDIT COMMITTEE REPORTING TO THE BOARD OF DIRECTORS

Article 36. Nomination and Election of Audit Committee Members (Auditors)

1. The nomination and election of members of the Audit Committee shall be conducted in accordance with the provisions of paragraphs 1 and 2 of Article 25 of these Bylaws.
2. If the number of Audit Committee candidates approved through nominations and nominations is insufficient to meet the required number, the incumbent Audit Committee may nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Audit Committee. The incumbent Audit Committee's nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Audit Committee in accordance with the law.

Article 37. Composition of the Audit Committee

1. The Company's Audit Committee shall consist of 3 members. The term of office for Audit Committee members shall not exceed 5 years, and they may be re-elected for an unlimited number of terms.

2. Members of the Audit Committee must meet the standards and conditions prescribed in Article 169 of the Enterprise Law and must not fall under any of the following categories:

- a) Work in the Company's accounting or finance department;
- b) Being a member or employee of the independent audit firm that audited the Company's financial statements for the three consecutive years prior;

3. A member of the Supervisory Board shall be removed from office in the following cases:

- a) No longer meeting the qualifications and conditions to serve as a member of the Audit Committee as prescribed in paragraph 2 of this Article;
- b) Submits a resignation letter that is approved;

4. A member of the Supervisory Board shall be removed from office in the following cases:

- a) Failing to fulfill assigned duties and tasks;
- b) Failing to exercise their rights and fulfill their obligations for six consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violates the duties of a member of the Audit Committee as prescribed by the Enterprise Law and the Company's Articles of Association;
- d) Other cases as determined by a resolution of the General Meeting of Shareholders.

Article 38. Chair of the Audit Committee

1. The Chair of the Audit Committee shall be elected by the Audit Committee from among its members; election, removal, and dismissal shall be based on a majority vote. More than half of the members of the Audit Committee must reside in Vietnam. The Chair of the Audit Committee must hold a bachelor's degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the enterprise's business operations.

2. Rights and Duties of the Chair of the Supervisory Board:

- a) Convene meetings of the Audit Committee;

- b) Request that the Board of Directors, the CEO, and other executives provide relevant information for the Audit Committee's report;
- c) Prepare and sign the Audit Committee's report after consulting with the Board of Directors for submission to the General Shareholders' Meeting.

Article 39. Rights and Obligations of the Audit Committee

The Audit Committee has the rights and duties prescribed at Article 170 of the Enterprise Law and the following rights and duties:

1. To propose and recommend to the General Meeting of Shareholders the approval of a list of approved auditing firms to audit the Company's financial statements; to decide on the appointment of an approved auditing firm to conduct an audit of the Company's operations; and to remove an approved auditor when deemed necessary.
2. Be accountable to the shareholders for its supervisory activities.
3. To oversee the Company's financial condition and ensure compliance with the law in the activities of members of the Board of Directors, the CEO, and other managers.
4. Ensure coordination of activities with the Board of Directors, the CEO, and shareholders.
5. In the event of discovering any violations of the law or the Company's Articles of Association by members of the Board of Directors, the CEO, or other executives of the Company, the Audit Committee must notify the Board of Directors in writing within 48 hours, require the person responsible for the violation to cease the violation, and take measures to remedy the consequences.
6. Develop the Audit Committee's Operating Regulations and submit them to the General Shareholders' Meeting for approval.
7. Report to the General Shareholders' Meeting in accordance with the provisions at , Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, issued by the Government, which provides detailed regulations for the implementation of certain provisions of the Securities Law.
8. Have the right to access the Company's records and documents kept at its head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.
9. The right to request that the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other managers provide complete, accurate, and timely information and documents regarding the Company's management, administration, and business operations.
10. Other rights and obligations as prescribed by law and these Bylaws.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year, with at least two-thirds of its members in attendance. Meeting minutes of the Audit Committee must be prepared in detail and clearly. The minute-taker and the Audit Committee members in attendance must sign the meeting minutes. The minutes of the Audit Committee's meetings must be retained to establish the responsibilities of each member of the Audit Committee.

2. The Audit Committee has the right to request that members of the Board of Directors, the CEO, and representatives of the approved auditing firm attend and respond to matters requiring clarification.

Article 41. Salaries, remuneration, bonuses, and other benefits of Audit Committee members

1. Members of the Supervisory Board shall be paid salaries, fees, bonuses, and other benefits in accordance with the resolution of the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, fees, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Audit Committee are reimbursed for reasonable expenses related to meals, lodging, travel, and the use of independent consulting services. The total amount of such compensation and expenses shall not exceed the Audit Committee's annual operating budget as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Audit Committee shall be included in the Company's operating expenses in accordance with the provisions of the law on corporate income tax and other relevant legal regulations, and must be listed as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives are responsible for performing their duties—including those in their capacity as members of subcommittees of the Board of Directors—with integrity and due care in the best interests of the Company.

Article 42. Duty of Good Faith and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives must disclose any relevant interests in accordance with the provisions of the Enterprise Law and related legal documents.

2. Members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such entities or their related parties, in accordance with the law. For the aforementioned transactions approved by the General Shareholders' Meeting or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors may not vote on a transaction that benefits that member or a related party of that member, in accordance with the Enterprise Law and the Company's Articles of Association.

5. Members of the Board of Directors, members of the Audit Committee, the CEO, other managers, and their related parties shall not use or disclose insider information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other executives, and individuals or organizations related to these persons shall not be void in the following cases:

a) For transactions with a value of 20% or less of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives have been reported to the Board of Directors and approved by the Board of Directors through a majority vote of Board members who have no related interests;

b) For transactions with a value exceeding 20% or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction that amounts to 20% or more of the total asset value recorded in the most recent financial statements, the material terms of such transactions, as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, the CEO, and other executives have been disclosed to the shareholders and approved by the General Shareholders' Meeting through a vote by shareholders without a conflict of interest.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the Director (CEO), and other executives who violate their duties, obligations of good faith and due care, or fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall compensate any person who has been, is currently, or may become a party to any claim, lawsuit, or legal proceeding (including civil and administrative cases, but excluding cases in which the Company is the plaintiff) if such person has been or is currently a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or a representative authorized by the Company who has performed or is performing duties under the Company's authorization, acting in good faith and with due care in the Company's best interests in compliance with the law, and for whom there is no evidence confirming that they have breached their duties.

3. Compensation costs include judgment costs, fines, and actual expenses incurred (including attorneys' fees) when resolving such matters within the scope permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned liability for compensation.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Common shareholders have the right to inspect books and records, specifically as follows:

a) Common shareholders have the right to review, inspect, and extract information regarding their names and contact addresses from the list of shareholders with voting rights; request corrections to any inaccurate information regarding themselves; and review, inspect, extract, or photocopy the Company's Articles of Association, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;

b) Shareholders or a group of shareholders holding 5% or more of the total common shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports of the Audit Committee, contracts, transactions requiring Board of Directors approval, and other documents, except for documents related to the Company's trade secrets or business secrets.

2. If an authorized representative of a shareholder or group of shareholders requests access to books and records, they must submit a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives have the right to inspect the Company's shareholder registry, shareholder list, books, and other records for purposes related to their official duties, provided that such information is kept confidential.

4. The Company must retain these Articles of Association and any amendments thereto, the Certificate of Business Registration, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of General Shareholders' Meetings and Board of Directors' meetings, reports of the Board of Directors, reports

of the Audit Committee, annual financial statements, accounting records, and other documents as required by law at its principal office or at another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The Company's Articles of Association must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and Labor Unions

1. The Chief Executive Officer must prepare a plan for the Board of Directors to approve matters related to the hiring and termination of employees, wages, social insurance, benefits, rewards, and disciplinary actions regarding employees and corporate executives.

2. The General Director shall prepare plans for the Board of Directors to approve matters related to the Company's relations with labor unions in accordance with best management standards, practices, and policies; the practices and policies set forth in these Bylaws; the Company's regulations; and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

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

2. The Company shall not pay interest on dividend payments or on any payments related to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of paying all or part of the dividends in the form of shares, and the Board of Directors shall be the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments may be made directly or through banks based on the detailed bank account information provided by the shareholder. If the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed or registered for trading on a stock exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall adopt a resolution or decision to determine a specific date for the record date. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or in stock, as well as to receive notices or other documents.

6. Other matters related to the distribution of profits shall be handled in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING POLICIES

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. Subject to prior approval by the competent authority, the Company may, when necessary, open bank accounts abroad in accordance with the provisions of the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company has opened accounts.

Article 48. Fiscal Year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of the same year. The first fiscal year begins on the date the Business Registration Certificate is issued and ends on December 31 immediately following the date of issuance of that certificate.

Article 49. Accounting System

1. The Company shall use either the general business accounting system or a specialized accounting system issued or approved by the competent authority.
2. The Company shall maintain accounting records in Vietnamese and retain accounting records in accordance with the laws on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company uses the Vietnamese dong as its accounting currency. If the Company's economic transactions are primarily conducted in a foreign currency, it may elect to use that foreign currency as its accounting currency, shall be legally responsible for that choice, and must notify the competent tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS

Article 50. Annual, Semiannual, and Quarterly Financial Statements

1. A company must prepare annual financial statements, which must be audited in accordance with the law. The company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.

2. The annual financial statements must include all reports, schedules, and notes as prescribed by law on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.

3. The Company must prepare and disclose reviewed semiannual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state agency.

Article 51. Annual Report

The Company must prepare and publish an Annual Report in accordance with the provisions of the law on securities and the securities market.

XVI. AUDIT OF THE COMPANY**Article 52. Audit**

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

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend General Shareholders' Meetings, receive notices and other information related to such meetings, and express opinions at the meetings regarding matters related to the audit of the Company's financial statements.

XVII. THE COMPANY'S SEAL**Article 53. Enterprise Seal**

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the provisions of the law on electronic transactions.

2. The Board of Directors shall determine the type, number, form, and content of the seals for the Company, its branches, and representative offices (if any).

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

XVIII. DISSOLUTION OF THE COMPANY**Article 54. Dissolution of the Company**

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

- a) Upon the expiration of the term of operation specified in the Company's Articles of Association without a decision to extend such term;
- b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- c) Revocation of the Business Registration Certificate, unless otherwise provided by the Law on Tax Administration;
- d) Other cases as prescribed by law.

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

Article 55. Extension of Operations

- 1. The Board of Directors shall convene a General Meeting of Shareholders at least 6 months before the expiration of the term of operation so that shareholders may vote on the extension of the Company's term of operation as proposed by the Board of Directors.
- 2. The term of operation shall be extended if shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approve the proposal.

Article 56. Liquidation

- 1. At least six months before the expiration of the Company's term of operation or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members, two of whom are appointed by the General Meeting of Shareholders and one of whom is appointed by the Board of Directors from among the staff of an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company in priority over the Company's other debts.
- 2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of its establishment and the date it begins operations. From that point onward, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
- 3. Proceeds from the liquidation shall be distributed in the following order:
 - a) Liquidation expenses;

- b) Wages, severance pay, social insurance, and other employee benefits in accordance with the collective labor agreement and signed employment contracts;
- c) Tax liabilities;
- d) Loans;
- dd) Other debts of the Company;
- e) The remaining amount after all liabilities listed in items (a) through (d) above have been settled shall be distributed to the shareholders. Preferred shares shall be paid out first.

XIX. RESOLUTION OF INTERNAL DISPUTES**Article 57. Resolution of Internal Disputes**

1. In the event of a dispute or complaint arising from the Company's operations, or regarding the rights and obligations of shareholders as provided for in the Enterprise Law, the Company's Articles of Association, other applicable laws, or agreements between:

- a) Shareholders and the Company;
- b) A shareholder and the Board of Directors, the Audit Committee, the General Director, or other executives;

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to submit information relevant to the dispute within 10 business days from the date the dispute arises. If 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 serve as a mediator in the dispute resolution process.

2. If a settlement agreement is not reached within 6 weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made in accordance with the court's ruling.

XX. AMENDMENTS AND MODIFICATIONS TO THE BYLAWS**Article 58. Articles of Incorporation**

1. Any amendment or supplement to these Articles of Association must be reviewed and decided by the General Meeting of Shareholders.

2. In cases where laws governing the Company's operations are not addressed in these Articles of Association, or where new legal provisions conflict with the provisions of these Articles of Association, such provisions shall apply to regulate the Company's operations.

3. If a competent state authority declares or rules that any one or more provisions of these Articles of Association are unlawful, invalid, or unenforceable under the law, such provision(s) shall be deemed removed from these Articles of Association in all cases, and the remaining provisions of these Articles of Association shall remain in full force and effect.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. These Articles of Association, consisting of 21 Chapters and 59 Articles, drafted in Vietnamese, were adopted on July 1, 2026, pursuant to Board of Directors Resolution No. 04/NQ-MPC26 dated July 1, 2026.

2. These Articles of Association are drawn up in two original copies of equal validity and must be kept at the Company's principal office.

3. These Articles of Association are the sole and official governing documents of the Company and supersede all previous Articles of Association adopted by the General Meeting of Shareholders of Minh Phu Seafood Group Joint Stock Company.

4. Copies or extracts of the Articles of Association are valid only when signed by the Chairman of the Board of Directors, the Company's Legal Representative, or at least one-half of the total members of the Board of Directors.

Signature of the Company's Legal Representative

GENERAL DIRECTOR



