

**Phụ lục VI**  
**Appendix VI**

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**EXTRAORDINARY INFORMATION DISCLOSURE**

*(Ban hành kèm theo Quyết định số .../QĐ-SGDVN ngày ... của Tổng Giám đốc Sở Giao dịch Chứng khoán Việt Nam về Quy chế Công bố thông tin tại Sở Giao dịch Chứng khoán Việt Nam)*  
*(Issued with the Decision No. .../QĐ-SGDVN on ... of the CEO of Vietnam Exchange on the Information Disclosure Regulation of Vietnam Exchange)*

**CÔNG TY CỔ PHẦN XUẤT NHẬP  
KHẨU QUẢNG BÌNH**  
**QUANG BINH IMPORT & EXPORT  
JOINT COMPANY**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
**Độc lập - Tự do - Hạnh phúc**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Số/ No.: 01-04/2026/QBS-CBTT

Hải Phòng, ngày 06 tháng 04 năm 2026  
Hai Phong, day 06 month 04 year 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**EXTRAORDINARY INFORMATION DISCLOSURE**

**Kính gửi: Sở Giao dịch Chứng khoán Hà Nội**  
**To: Hanoi Stock Exchange**

1. Tên tổ chức: **CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU QUẢNG BÌNH**  
*Name of organization: QUANG BINH IMPORT & EXPORT JOINT COMPANY*

- Mã chứng khoán / Stock code: QBS
- Địa chỉ: Số 23 lô 01 khu 97 Bạch Đằng, phường Hồng Bàng, thành phố Hải Phòng  
*Address: No. 23 Lot 01 Area 97 Bach Dang, Hong Bang, Hai Phong*
- Điện thoại liên hệ/Tel.: 0225.626.3333 Fax: 0225.3533.679
- E-mail: Info@quangbinhjsc.com.vn

2. Nội dung thông tin công bố/Contents of disclosure:

Thông báo mời họp và Tài liệu họp Đại hội đồng cổ đông thường niên năm 2026  
Notice of meeting invitation and documents for the 2026 Annual General Meeting of Shareholders

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3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 06/04/2026 tại đường dẫn: <https://quangbinhjsc.com.vn/news/654-thong-bao-moi-hop-va-tai-lieu-dai-hoi-dong-co-dong-thuong-nien-2026> /*This information was published on the company's website on 06/04/2025 (date), as in the link: <https://quangbinhjsc.com.vn/news/654-thong-bao-moi-hop-va-tai-lieu-dai-hoi-dong-co-dong-thuong-nien-2026>*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

*Tài liệu đính kèm/Attached documents:*

*Thông báo mời họp và Tài liệu Đại hội đồng cổ đông thường niên năm 2026*

*Notice of meeting invitation and documents for the 2025 Annual General Meeting of Shareholders*

**Đại diện tổ chức**  
**Organization representative**

Người đại diện theo pháp luật/Người UQ CBTT  
*Legal representative/ Person authorized to disclose information*

*(Ký, ghi rõ họ tên, chức vụ, đóng dấu)*  
*(Signature, full name, position, and seal)*



**TRẦN THỊ YẾN CHI**

No: 01-04/2026/PHC-TB

Hải Phòng, Date 06. month 4... year 2026

**NOTICE OF INVITATION TO THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF QUANG BINH IMPORT-EXPORT JOINT STOCK COMPANY**

**Dear: Shareholders**

The Board of Directors of Quang Binh Import Export Joint Stock Company (QBS) respectfully invites Shareholders to attend the 2026 Annual General Meeting of Shareholders of QBS (“the Meeting”) as follows:

**1. Information about the Company:**

- Company Name: Quang Binh Import Export Joint Stock Company
- Address: No. 23, Lot 01, Area 97 Bach Dang, Hong Bang Ward, Hai Phong City, Vietnam.
- Business registration certificate No. 0200730878 was first issued by the Department of Planning and Investment of Hai Phong City on March 12, 2007, and registered for the 33rd change on July 23, 2025.
- Phone number: 0225.6263333 Fax: 0225.3533679
- Website: <http://quangbinhjsc.com.vn/>

**2. Event time and place:**

- Time: 8h00 April 28, 2026
- Location: No. 91 – 93 Bach Dang, Hong Bang Ward, Hai Phong City

**3. Contents of the Congress**

The General Meeting will consider and approve the contents under the authority of the General Meeting of Shareholders.

**4. Documents for the Congress**

Documents for the General Meeting, Shareholders can access at the Company's website

**5. Registration**

To ensure the organization and convenience of shareholders attending the Annual General Meeting, we kindly request that shareholders confirm their attendance, register for the meeting, and submit their comments no later than 3:00 PM on April 24, 2026, by mail, email, telephone, or fax to the company at the following address:

**Address:** No. 91 – 93 Bach Dang, Hong Bang Ward, Hai Phong City, Viet Nam

**Email:** [Info@quangbinhjsc.com.vn](mailto:Info@quangbinhjsc.com.vn)

**Phone number:** 0225.6263333

**Fax:** 0225.3533679

In the event that no authorized representative is present at the general meeting, shareholders may authorize members of the Company's Board of Directors to represent them.

Shareholders or their authorized representatives attending the general meeting are requested to bring the following documents:

- Identity card/Citizen ID/Passport or other identification document (original);
- For cases of authorization, please bring the Authorization Letter, Identity card/Citizen ID/Passport or other identification document of the authorized person (original), and the meeting invitation notice.

Best regards!

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**TRAN THI YEN CHI**



**QUANG BINH IMPORT-EXPORT  
JOINT STOCK COMPANY**

**ANNUAL GENERAL MEETING OF  
SHAREHOLDERS 2026**

**PROPOSED MEETING AGENDA**

Content	Estimated time
<b>1. Opening Ceremony</b> - Welcoming shareholders, registering for the meeting, verifying shareholder eligibility, and distributing documents - Statement of purpose - Flag ceremony - Report on shareholder eligibility verification	8h00 - 8h30
<b>2. Introduction</b> - Introduction of the Chairman of the Board of Directors as the Chairperson of the General Meeting as stipulated by the Enterprise Law and the Company's Charter - Approval of the Presiding Committee, the Vote Counting Committee, and the Secretariat - Approval of the Rules of Procedure of the General Meeting - Approval of the Program of Work of the General Meeting	8h30 – 9h00
<b>3. Presentation of Reports and Submissions</b> - Report on business performance in 2025 and direction and tasks for 2026 - Report on the activities of the Board of Directors - Report on the independent evaluation of the Board of Directors' activities by a member of the Board of Directors - Report on the activities of the Supervisory Board in 2025 and the Supervisory Board's activity plan for 2026 - Submission for approval of the audited Financial Statements for 2025 - Submission on business results in 2025 and profit distribution plan - Submission for approval of remuneration, bonuses and other benefits for members of the Board of Directors and Supervisory Board in 2025 and the remuneration plan for the Board of Directors and Supervisory Board in 2026 - Submission for approval of business performance plan targets for 2026 - Submission for approval of the list of independent auditing firms to audit the Financial Statements for 2026 - Supplementary Submission Supplementing and amending the Company's Articles of Association.	9h00 – 9h30
<b>4. Discussion and Voting</b> - Discussion - The Congress approves the issues in the Voting Ballot	9h30 – 9h45
<b>5. The Vote Counting Committee begins its work</b>	9h45 – 10h00
<b>6. Announcing the Results</b> - The vote counting committee announces the results of the vote count.	10h00 – 10h15
<b>7. Adoption of the minutes and resolutions of the congress</b> - Reading the minutes and resolutions of the congress	10h15 -10h30
<b>8. Closing of the congress</b>	10h30



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## AUTHORIZATION LETTER

Attending the Annual General Meeting of Shareholders in 2026

Dear: **QUANG BINH IMPORT-EXPORT JOINT STOCK COMPANY**

### A. AUTHORIZED PERSON

Full name: ..... ID no: .....

Issued place: ..... Date of issued: .../.../ .....

Contact address: .....

Being a shareholder of Quang Binh Import-Export Joint Stock Company (QBS) owns <sup>(1)</sup>.....share.

### B. AUTHORIZED RESPONSIBILITIES

1. Full name: ..... ID no: .....

Issued place: ..... Date of issued: .../.../ .....

Contact address: .....

2. Tran Thi Yen Chi Chairman of the Board

3. Le Thi Thanh Hai Member of the Board of Directors

4. Ha Thi Mai Huong Member of the Board of Directors

### C. AUTHORIZED CONTENT

The authorized representative is entitled to represent (2) ..... shares to attend the 2026 Annual General Meeting of Shareholders of QBS held on April 28, 2026 in Hai Phong and vote on all matters on the agenda of the General Meeting with the corresponding number of shares.

In the event that the first attempt at the 2026 Annual General Meeting of Shareholders is unsuccessful, and a second and/or third attempt is made, the authorizing party will continue to authorize the authorized party to act as described above, unless the authorizing party participates in the meeting themselves or has a separate authorization document signed after the date of signing this authorization document.

A person authorized to attend the Congress may not re-authorize another person to attend the Congress. This power of attorney is only valid during the period of the 2026 Annual General Meeting of Shareholders of Quang Binh Import-Export Joint Stock Company.

The parties agree to assume all responsibility for this authorization and will not make any claims or lawsuits against the Company.

Thanks and Best regards!

....., Date.....Month ..... 2026

**AUTHORIZED PERSON**  
(Sign and write full name)

**AUTHORIZED RESPONSIBILITIES**  
(Sign and write full name)

(1)(2) If a shareholder does not fill out parts (1) and (2), it is automatically understood as authorizing the entire number of shares owned by the shareholder to an authorized person.



Hai Phong, date 06...month...4..... 2026

**WORKING REGULATIONS OF  
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
QUANG BINH IMPORT AND EXPORT JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020;
- Pursuant to the Charter on the organization and operation of Quang Binh Import and Export Joint Stock Company;

To ensure the success of the 2026 Annual General Meeting of Shareholders of Quang Binh Import and Export Joint Stock Company as well as to protect the legitimate rights and interests of shareholders following the law and the Company's Charter on the organization and operation, the Organizing Committee respectfully submits to the General Meeting of Shareholders for approval the "*Working regulations of the 2026 Annual General Meeting of Shareholders*" with the following contents:

**Article 1: Rights and obligations of shareholders attending the General Meeting of Shareholders**

**1.1. Conditions of participation**

The Company's Shareholders whose names are on the shareholder list provided by the Viet Nam Securities Depository and Clearing Corporation as of March 30<sup>th</sup>, 2026 are entitled to attend the 2026 Annual General Meeting of Shareholders of Quang Binh Import and Export Joint Stock Company.

**1.2. Rights and obligations of eligible shareholders when attending the General Meeting of Shareholders**

- Each Shareholder or Authorized Representative (hereinafter referred to as "Shareholder") when attending the General Meeting must bring identification documents (ID card, Passport, Letter of Authorization) and receive a voting ballot with Shareholder code, total number of shares owned with voting rights.
- The person authorized to attend the General Meeting is not allowed to re-authorize another person to attend the General Meeting.
- Shareholders who arrive at the General Meeting later than the prescribed time have the right to register to attend the General Meeting and participate in voting, but the validity of previous voting results will not be affected.
- During the General Meeting, Shareholders must comply with the instructions of the Chairman of the General Meeting and behave in a civilized and polite manner.
- Shareholders must keep secrets, be disciplined in speaking, properly implement the regime of using and preserving documents, and not copy or record to give to people outside the General Meeting without permission of the Presiding Board.
- Shareholders attending the General Meeting of Shareholders must strictly comply with the working regulations of the Annual General Meeting of Shareholders.



Handwritten signature or initials in blue ink.

## **Article 2: Rights and obligations of the Presiding Board of the General Meeting of Shareholders**

- Chair and direct the activities of the General Meeting according to the meeting agenda approved by the General Meeting of Shareholders.
- Present reports and proposals at the General Meeting.
- Guide discussion section at the General Meeting.
- Answer questions requested by the General Meeting.
- Propose draft and conclude necessary issues for the General Meeting of Shareholders to vote and approve.
- Conduct the General Meeting of Shareholders in a valid and orderly manner and reflect the wishes of the majority of attending shareholders.

## **Article 3: Responsibility of The Secretariat**

- The Secretariat fully and honestly records the contents of the General Meeting.
- Prepare Minutes of the General Meeting and seek approval from the General Meeting of Shareholders.
- Assist the Chairman in announcing documents, conclusions or sending notices of the Chairman of the General Meeting to Shareholders when requested.
- Receive speaking registration forms of shareholders.

## **Article 4: Responsibilities of the Shareholders Eligibility Verification Committee and the Vote Counting Committee**

- The Shareholders' Eligibility Verification Committee is responsible for verifying the eligibility of shareholders attending the General Meeting and reporting the results of the verification process.
- The General Meeting of Shareholders shall proceed when the number of shareholders attending the meeting represents more than 50% of the shares with voting rights.
- The Vote Counting Committee: Record the voting results of Shareholders on issues submitted for approval at the General Meeting, summarize the results, and report the voting outcomes for each matter to be announced at the General Meeting.

## **Article 5: Speaking at the General Meeting of Shareholders**

Shareholders wishing to speak or debate shall raise their hands. For the convenience of recording in the minutes, when invited to speak, Shareholders are required to introduce their name and shareholder code. Opinions should be concise, avoid duplication, or Shareholders may write their opinions on the Information Exchange Form (attached to the General Meeting documents) and submit it to the Presiding Board.

## **Article 6: Voting rules:**

### **6.1. Rules:**

All issues on the meeting agenda must be approved through voting by all attending shareholders using voting cards and voting ballots according to the number of shares owned and represented. Each shareholder shall be given one voting card and one voting ballot, which specify the number of shares eligible for voting (owned and represented) of the shareholder is recorded and have the company's seal.

### **6.2. Voting methods**

### 6.2.1. Voting by voting card:

Voting card is printed on blue paper.

Vote by voting card is used for the following issues:

- Approval of the Presiding Board, Secretariat, and the Vote Counting Committee
- Approval of the Working regulations and Meeting agenda of the General Meeting
- Approval of the Minutes and Resolutions of the General Meeting.

Shareholders vote (agree, disagree, abstain) on an issue by raising their voting cards. Shareholders who do not raise their voting cards are considered to agree with the issue to be voted on.

### 6.2.2. Voting by voting ballot:

Voting ballot is printed on pink paper.

Voting ballot is used to vote on decisions to be approval at the General Meeting of Shareholders.

Shareholders vote by marking the corresponding content on the voting ballot and placing it in the ballot box.

### 6.2.3. Invalid voting ballot

Voting ballots are considered invalid in the following cases:

- The ballot does not comply the prescribed form, is not issued by the company, and does not have the company's seal.
- The ballot contains erasures, modifications, additional markings, or incorrect names.
- The ballot is torn and no longer intact.
- The ballot contains additional information and symbols.
- The ballot does not be filled in any boxes or filled in 02 (two) or more boxes in each approved decision.
- The ballot does not bear the signature of shareholder or the authorized representative of the shareholder.

### Article 7: Meeting minutes of the General Meeting of the Shareholders

The contents of the General Meeting of Shareholders must be recorded by the Secretary of the General Meeting in the Meeting minutes and Resolutions of the General Meeting. The Meeting minutes and Resolutions of the General Meeting shall be read and approved before the meeting is adjourned.

### Article 8: Implementation provisions

The above constitutes the Working regulation of the 2026 Annual General Meeting of Shareholders of Quang Binh Import and Export Joint Stock Company. These regulations shall take effect immediately after being approved by the General Meeting of Shareholders.

#### *Recipient:*

- Board members;
- Supervisory board;
- Shareholders;
- Board of Directors Office;
- The Secretariat.

O/B. THE BOARD OF DIRECTORS

CHAIRPERSON



TRAN THI YEN CHI





No: 01-04./2026/QBS-BC

Hai Phong, date 06 month 4, 2026

REPORT ON BUSINESS PERFORMANCE RESULTS IN 2025  
AND 2026 ORIENTATIONS

**I. Business performance in 2025**

- Revenue in 2025 reached 0.15 billion VND, a sharp decrease of 55.39 billion VND, equivalent to a 99.73% decline compared to revenue in 2024. Cost of goods sold in 2025 reached 0.089 billion VND, a decrease of 55.39 billion VND, equivalent to a decline 99.84% compared to the cost of goods sold in 2024.

- Total financial income in 2025 reached 0.19 billion VND, a decrease of 0.021 billion VND, equivalent to a 10.25% decline compared to financial income in 2024. Total financial expenses in 2025 were 0.10 billion VND, a decrease of 0.036 billion VND, equivalent to a 26.50% decline compared to financial expenses in 2024.

- Administrative expenses in 2025 reached 78.22 billion VND, a decrease of 56.08 billion VND, equivalent to a 41.76% decline compared to administrative expenses in 2024, as the company made an additional provision for bad debts of 130.43 billion VND in 2024.

- Other income decreased by 0.23 billion VND compared to other income in 2024, as the company carried out fixed asset liquidation transactions in 2024. Other expenses decreased by 1.88 billion VND compared to 2024.

Due to the above reasons, net profit after tax in 2025 increased by 62.10 billion VND, equivalent to a 44.21% increase compared to the same period in 2024.

**1. Detailed production and business results in 2025:**

No	Indicators	2025 Plan	2025 Implementation
1	<b>Charter capital</b>	<b>693.299.280.000</b>	<b>693.299.280.000</b>
2	<b>Net revenue from production and business activities, including:</b>	<b>50.000.000.000 – 100.000.000.000</b>	<b>150.000.000</b>
	- Revenue from fertilizer trading		0
	- Revenue from chemical trading		0
	- Revenue from warehouse services, bonded warehouses and other services.		150.000.000
	- Revenue from trade in other goods		0
3	<b>Profit after tax</b>	<b>400.000.000 – 800.000.000</b>	<b>(78.365.108.636)</b>

**2. General comments:**

Overall, in 2025, the Company's business operations were affected by various objective market factors such as price fluctuations, commodity supply, and increasing competition in the fertilizer and chemical industry. Although the Company has long-standing operational experience and a stable customer base and distribution channels, the inability to secure a suitable supply of goods meant that business operations could not be implemented as planned, leading to revenue falling short of targets and business results for the year not meeting expectations.



+ Regarding the fertilizer segment:

The domestic and global fertilizer markets experienced significant fluctuations in supply, demand, and pricing. Fertilizer prices at times declined compared to previous years, while manufacturers' distribution policies increasingly focused on traditional agency systems and strategic partners.

Furthermore, fluctuations in input material costs, transportation costs, and foreign exchange rates impacted selling prices and commodity supply in the market, making it difficult to access and proactively secure goods from suppliers.

+ Chemical segment:

The chemical market in 2025 was also affected by fluctuations in input material prices, transportation costs, and increasingly stringent requirements regarding technical standards and commodity circulation conditions. Additionally, many suppliers implemented closed distribution policies or limited the expansion of agency systems to control the market. In this context, the Company faced difficulties in identifying and establishing a supply of chemicals that met both market demand and the Company's business conditions, resulting in business activities in this sector not being implemented as planned.

+ Other services:

During the year, the Company recorded revenue from other services; however, the scale remained small and supportive in nature, not being a core business area, and therefore insufficient to cover the Company's operating expenses.

## **II. 2026 business plan**

### **1. Fertilizer and Chemicals Division:**

- Focus on identifying and establishing stable supply sources for fertilizers, chemicals, and raw materials by expanding cooperation with domestic and international manufacturers, aiming to gradually secure the supply needed for the Company's business operations.

- Leverage the Company's advantage as an enterprise with a long-established customer base and distribution network, strengthening connections with traditional partners and agents to restore and expand sales volume as soon as supply is secured.

- Proactively research and identify new products or product lines with stable market demand to diversify business operations and reduce reliance on a limited number of traditional items.

- Enhance market analysis, monitoring supply-demand trends, pricing, and trade policies within the fertilizer and chemical industry to implement flexible business solutions tailored to each market phase.

- Gradually expand partnerships with domestic and international enterprises, capitalizing on opportunities from trade and logistics activities to improve the Company's business performance.

### **2. Other issues:**

- The company continues to closely monitor the financial situation, cash flow, and accounts receivable to limit financial risks, proactively prevent the occurrence of bad debts, and ensure safety in business operations.

- Create conditions and encourage staff and employees to propose new initiatives, ideas, and solutions to improve the efficiency of production and business operations, improve work processes, and optimize work performance.

- Continue to review and improve appropriate personnel policies to retain key personnel, while also strengthening the attraction of competent human resources to meet the development requirements of the Company in the coming period.

- Be proactive and flexible in developing and adjusting production and business plans in accordance with market developments; at the same time, strengthen management, balance resources, and organize implementation to improve the operational efficiency of the enterprise.

### 3. Business plan for 2026

No	Indicators	2026 Plan ( Billion VND)
1	Revenue	50-100
2	Profit after tax	0,4-0,8

The above are the results of production and business operations in 2025 and the direction of tasks for 2026, reported to the 2026 Annual General Meeting of Shareholders.

I sincerely thank you and wish our shareholders good health, happiness, and success.

**GENERAL DIRECTOR**  
  
**HOANG VAN HUNG**



No: 02-04/2026/QBS-BC

Hai Phong, date 06 month 4, 2026

## REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS

To: General Meeting of Shareholders

*The Board of Directors would like to report on the activities in 2025 as follows:*

### I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025:

- In 2025, the global and domestic economic situation continued to experience many fluctuations, influenced by factors such as raw material price volatility, shipping costs, trade policies, and increasing market competition. For the fertilizer and chemical industry, the market continued to face many difficulties as suppliers and manufacturers' distribution policies changed frequently, coupled with growing competitive pressure among enterprises in the sector. These factors significantly affected the Company's production and business activities in 2025. In response, the Board of Directors and the Company's Executive Board proactively monitored market developments closely and timely implemented appropriate solutions to maintain business operations while ensuring a balanced interest among the Company, its employees, and shareholders.

- In 2025, the Board of Directors fully performed its functions and duties as stipulated in the Company's Charter and current legal regulations. The Board regularly supervised the Executive Board's operations, reviewed and guided production, business and financial plans, as well as management measures to ensure the Company's activities were implemented in line with strategic direction and adapted to actual conditions.

- During the year, the Board of Directors held regular and extraordinary meetings to discuss and approve many important matters related to production and business operations, corporate governance and the Company's development direction. The Board's decisions were made based on considerations of effectiveness, market conditions, and the Company's sustainable development objectives.

- Over the past year, the Board of Directors convened the Annual General Meeting of Shareholders to approve the 2024 business results, the business plans for 2025, and held 06 Board meetings.

### II. REMUNERATION OF THE BOARD OF DIRECTORS

- Total members of the Board of Directors: 03 members
- The expected remuneration level for approval for 2025 is as follows:
  - +) Chairman of the Board of Directors: 7,200,000 VND/ month
  - +) Member of the Board of Directors: 5,400,000 VND/ month



### III. PLANS & ORIENTATIONS OF THE BOARD OF DIRECTORS:

In 2026, the Board of Directors continued to provide strategic guidance and oversee the Executive Board's operations to ensure the Company's activities align with market conditions and its development objectives. Key focal directions include:

- Continuing to direct the Executive Board to focus on sourcing, establishing, and diversifying supply channels for fertilizers, chemicals, and related products to ensure a stable supply for the Company's business operations.
- Leveraging the long-established customer network and distribution channels, strengthening connections with partners and traditional agents to restore and expand sales volume when supply conditions are favorable.
- Enhancing market analysis and forecasting, monitoring supply-demand dynamics and price movements in the fertilizer and chemical sectors to promptly implement business measures appropriate to actual conditions.
- Directing strengthened financial governance, cash flow control, and strict management of receivables to limit financial risks and improve capital efficiency.
- Continuing to improve corporate governance and the effectiveness of the management apparatus; at the same time, focusing on building and developing human resources and creating conditions for employees to contribute initiatives and improve work performance.

The above is the report on the activities of the Board of Directors, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Best regards,

**O/B. THE BOARD OF DIRECTORS  
CHAIRPERSON OF THE BOARD**



**TRẦN THỊ YẾN CHÌ**

No: 03-04/2026/QBS-BC

Hai Phong, date 06 month 4, 2026

**REPORT OF THE BOARD OF SUPERVISORS  
TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

***To: Shareholders and the Board of Directors***

On behalf of the Board of Supervisors of Quang Binh Import and Export Joint Stock Company, I would like to report to the General Meeting of Shareholders on the activities of the Board of Supervisors with the following contents:

**I/ BOARD OF SUPERVISORS 'S ACTIVITIES:**

**1. Board of Supervisors' activities:**

- In 2025, the Board of Supervisory participated in meetings of the Board of Directors, contributing opinions and recommendations to the Board of Directors and the General Director regarding issues related to production and business operations and the Company's development orientation.

- The Board of Supervisory supervised the Company's financial situation; inspected the preparation and presentation of semi-annual and annual financial statements; and monitored the implementation of resolutions of the General Meeting of Shareholders related to the Company's financial, investment, and production and business plans.

- The Board of Supervisory reviewed and inspected the legality and validity of internal management documents, regulations, and operating procedures of the Company; and supervised compliance with the provisions of law, the Company's Charter, and internal regulations related to corporate governance activities.

- The Board of Supervisory inspected and supervised the organization and implementation of meetings and resolutions of the General Meeting of Shareholders and the Board of Directors, ensuring that the implementation follows the correct order and procedures in accordance with the law and the Company's Charter.

- The Board of Supervisory evaluated certain management and administration processes in the Company's operations; coordinated with the Management Board and relevant departments to promptly detect shortcomings and limitations in the operation process, thereby making recommendations and proposing solutions to improve the Company's management and operational efficiency.

- In the course of performing its duties, the Board of Supervisory always maintained close coordination with the Board of Directors, the Executive Board, and relevant departments, while regularly exchanging information to promptly grasp the Company's operational situation, contributing to the effective performance of its inspection and supervision functions in accordance with regulations.

- The Board of Supervisory reviewed the figures in the monthly, quarterly, and annual financial statements. The Supervisory Board worked and coordinated with the International Auditing and Valuation Company Limited (IAV) in the process of thẩm định (due diligence/audit) the figures in the 2025 financial statements.



## 2. Operating expenses and remuneration of the Board of Supervisors:

- Expenses of supervisory activities: None
- Remuneration of the Board of Directors and Board of Supervisors according to the Resolution of the 2025 Annual General Meeting of Shareholders approved for 2024 is **397.440.000 VND**. The actual remuneration of the 2024 Board of Directors and the Board of Supervisors in 2025 is **341.240.000 VND**, of which the remuneration of the Board of Supervisors is: **132.000.000 VND**.

## II/ RESULTS OF BUSINESS ACTIVITIES MONITORING IN 2025

### 1. Results of supervision of the Board of Directors, Board of Management and Managers:

In 2025, the Board of Supervisory found that the Company's Board of Directors and Executive Board performed their rights and duties in accordance with the Enterprise Law, the Company's Charter, and the resolutions of the General Meeting of Shareholders. Governance and management activities were carried out within their authorized powers, ensuring compliance with legal provisions and the Company's internal management regulations.

The Board of Directors has provided strategic direction and overseen executive operations; the Executive Board proactively implemented measures to maintain business operations amid a volatile market. However, due to the impact of objective market factors, the Company's business performance for the year did not achieve the planned results.

### 2. Business performance results in 2025:

Based on the 2025 Financial Report, the Company prepared the Audit Report by International Auditing and Valuation Co., Ltd. (IAV). The Supervisory Board has examined and agreed to confirm that the recording, storage of documents, and bookkeeping were conducted in accordance with regulations. International Auditing and Valuation Co., Ltd. (IAV) is the auditing firm that carried out the audit at the Company in a transparent and objective manner, in accordance with accounting standards and current regulations. The following are some key indicators:

*Unit: VND*

No	INDICATORS	From 01/01/2025 To 31/12/2025
1	Revenue from sales of goods and provision of services	150.000.000
2	Revenue deductions	
3	Net revenue from sales of goods and provision of services	150.000.000
4	Cost of goods sold	89.457.228
5	Gross profit from sales of goods and provision of services	60.542.772
6	Financial income	190.228.391
7	Financial expenses	100.148.981
	Including: Interest expenses	
8	Selling expenses	18.062.372
9	Administrative expenses	78.219.852.741
10	Operating profit	(78.087.292.931)
11	Other income	0

12	Other expenses	277.815.705
13	Other profit	(277.815.705)
14	Total profit before tax	(78.365.108.636)
15	Current corporate income tax expense	0
16	Deferred corporate income tax expense	0
17	Net profit after corporate income tax	(78.365.108.636)
18	Basic earnings per share	(1.130)

### III. OPERATIONAL DIRECTION FOR 2026

- Fully perform the functions and duties of the Board of Supervisors as prescribed in the Company's Charter and the Law.
- Monitor compliance with the provisions of the Law, the Company's Charter, and the implementation of Resolutions and Decisions of the General Meeting of Shareholders and the Company's Board of Directors.
- Continue inspecting and supervising business operations and management activities according to the functions and tasks prescribed by the Law on Enterprises and the Company's Charter.
- Monitor plans and implementation status of production, business and investment activities of the Company.
- Carry out periodic and unscheduled inspections and supervisions in all areas of the Company's operations according to the Charter.
- Monitor the coordination of activities of the Board of Directors, the Board of Management and Board of Supervisors.
- Other tasks prescribed by the Law on Enterprises and the Company's Charter.

*Above is the report on activities of the Board of Supervisors submitted to the 2026 Annual General Meeting of Shareholders. The Board of Supervisors would like to sincerely thank the Board of Directors, the Board of Management and the departments in the Company for creating favorable conditions and good coordination for the Board of Supervisors to complete its tasks in the past time.*

*Respectfully report to the General Meeting of Shareholders!*

**O/B THE BOARD OF SUPERVISORS**  
**HEAD OF THE BOARD OF SUPERVISORS**



**DANG THI PHUONG THAO**



No: 01.../2026/TVĐL-BC

Hai Phong, date 06. month 4. 2026

**REPORT ON ASSESSMENT  
OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS  
ON THE PERFORMANCE OF THE BOARD OF DIRECTORS IN 2024**

In accordance with the duties and responsibilities of an Independent Member of the Board of Directors as stipulated by the Law on Enterprises, the Company Charter, and other relevant legal regulations, and based on the monitoring of and participation in the activities of the Board of Directors throughout 2025, the Independent Member of the Board of Directors hereby submits the following assessment report on the activities of the Board of Directors:

- The Company's Board of Directors has fully performed its functions and duties as stipulated by law and the Company's Charter. Board meetings were conducted in accordance with regulations, and the contents were discussed, considered, and approved based on the principles of transparency, objectivity, and the common good of the Company and its shareholders. Resolutions of the Board of Directors at all meetings were approved by majority vote, and meeting minutes were fully prepared and signed by all attending members of the Board of Directors.

**1. About the organizational structure:**

In 2025, the Board of Directors will have a total of 3 members, including 1 independent member, in accordance with legal regulations.

All members of the Board of Directors fully and actively participated in planning and compliance control activities, ensuring good corporate governance practices.

**2. About the operating mechanism:**

In 2025, the Board of Directors held 06 meetings. The meetings were convened and conducted according to a specific schedule and fully prepared documents in compliance with the provisions of the Company's Charter and the provisions of law. The content of the meetings was discussed, commented on, and evaluated fully and carefully by the members of the Board of Directors.

Issues related to strategy, business plan, finance, corporate culture, and building a management system within the Company were all discussed and closely controlled between the Board of Directors and the Board of Management.

Changes in investment plans and new strategies were all independently researched, scientifically based, and debated between the Board of Directors and the Board of Management.

**3. On the results of management and supervision work:**



The Board of Directors has implemented strategic direction, overseen the operational activities of the Executive Board; and considered and decided on important issues related to the company's production and business operations, corporate governance, and development plan. The Board's decisions are issued based on a careful assessment of the actual market situation and the company's operations.

The Board of Directors has complied with corporate governance regulations and convened meetings to promptly direct and issue decisions appropriate to the situation promptly.

The Board of Directors has adequately performed its role and responsibility in directing, supporting and supervising the Board of Management in implementing the contents approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with legal regulations while balancing the interests of the Company and shareholders.

Board members proactively identify their roles and responsibilities to support the Board of Management and share experiences, interact, and exchange on corporate governance with the Board of Management.

#### 4. Conclusion:

The Board of Directors has fully performed its representative function of the owners in supervising the Company's operations, providing appropriate orientation and timely direction to ensure the effective use of resources to achieve the targets assigned by the General Meeting of Shareholders based on compliance with the provisions of law and the Company's Charter.

In addition to performing the management and supervision functions of the Board of Management, the Board of Directors has closely coordinated with the Board of Management to seek solutions to remove difficulties in production and business in 2025.

INDEPENDENT BOARD MEMBER   
  
LE THI THANH HAI

0878-CTCP  
TY  
ĂN  
KHẨU  
BÌNH  
HẢI PHÒNG

No: 01-04/2026/QBS-TT

Hai Phong, date 06 month 4 2026

**PROPOSAL**

**Re: Approval of the 2025 Audited Financial Statements**

- Pursuant to Law on Enterprises No 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020;
- Pursuant to Company's Charter of Quang Binh Import and Export Joint Stock Company;
- Pursuant to Regulations on the organization and operation of the Board of Directors;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the 2025 Audited Financial Statement. Details are as follows:

The 2025 Financial Statements have been audited by International auditing and Valuation company limited (IAV) following the standards and have been announced on March 31<sup>st</sup>, 2025, including:

- (1) Report of the Chairman of the Board of Directors;
- (2) Independent audit report;
- (3) Balance sheet as of December 31<sup>st</sup>, 2025;
- (4) Income statement from January 1<sup>st</sup>, 2025 to December 31<sup>st</sup>, 2025;
- (5) Cash flow statement from January 1<sup>st</sup>, 2025 to December 31<sup>st</sup>, 2025;
- (6) Financial statement footnotes from January 1<sup>st</sup>, 2025 to December 31<sup>st</sup>, 2025;

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

**O/B THE BOARD OF DIRECTORS  
CHAIRPERSON**



**TRAN THI YEN CHI**

No: 02-04/2026/QBS-TT

Hai Phong, date 06 month 4, 2026

**PROPOSAL**

**Re: Business performance results and profit distribution plan for 2025**

**To: General Meeting of Shareholders**

The Board of Directors of Quang Binh Import and Export Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the business performance results and profit distribution plan for 2025, details as follows:

**1. Results of production and business activities (based on audited financial statements)**  
(Unit: VND)

- Net revenue	
- Retained earnings from the previous year (1):	-401.713.233.781
- Net profit after tax for the year 2025:	
+ Net profit after tax of the parent company (2):	-78.365.108.636
+ Net profit after tax of non-controlling interests (3)	0
- Cumulative net profit after tax until 2025 (4) = (1)+(2):	-480.078.342.417

**2. Profit distribution plan:** Expected to submit to the Annual General Meeting of Shareholders the profit distribution plan as follows (Unit: VND)

- Provision for reward and welfare fund:	0
- Provision for development investment fund:	0
- Dividends:	0
- Undistributed net profit after tax remaining:	-480.078.342.417

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

**Recipient:**

- GMS;
- Filed by the Secretariat/BOS/  
Office of the BOD.

**O/B THE BOARD OF DIRECTORS  
CHAIRPERSON**



**TRAN THI YEN CHI**

No: 03-04./2026/QBS-TT

Hai Phong, date..06 month...4., 2026

**PROPOSAL**

**Re: Approval of the 2025 remuneration payment of the Board of Directors and the Board of Supervisors and the 2026 planned remuneration payment of the Board of Directors and the Board of Supervisors**

**To: General meeting of shareholders**

The Board of Directors of Quang Binh Import and Export Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the 2025 remuneration payment of the Board of Directors and the Board of Supervisors and the 2026 planned remuneration payment of the Board of Directors and the Board of Supervisors as follows:

**I. Remuneration payment of the Board of Directors and Board of Supervisors in 2025:**

No	Title	Expected payment according to Resolution of AGM 2025 (VND/1 person/1 month)	Approval settlement (VND/1 person/1 month)
1	Chairman of the Board of Directors	8,000,000	7,200,000
2	Member of the Board of Directors	6,000,000	5,400,000
3	Head of the Board of Supervisors	6,000,000	5,400,000
4	Member of the Board of Supervisors	4,000,000	3,600,000

**II. Remuneration of the Board of Directors and Board of Supervisors in 2026:**


No	Title	Remuneration (VND/1 person/1 month)
1	Chairman of the Board of Directors	8,000,000
2	Member of the Board of Directors	6,000,000
3	Head of the Board of Supervisors	6,000,000
4	Member of the Board of Supervisors	4,000,000

**III.** The remuneration of the Board of Directors and the Board of Supervisors is approved by the General Meeting of Shareholders to be accounted in the Company's operating expenses when incurred.

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- GMS
- Filed by the Secretariat/BOS/  
Office of the BOD.

**O/B THE BOARD OF DIRECTORS**  
**CHAIRPERSON**  
  
**TRAN THI YEN CHI**

No: 04-04/2026/QBS-TT

Hai Phong, date 06 month 4, 2026

**PROPOSAL**

**Re: Business plan for 2026**

**To: General Meeting of Shareholders  
Quang Binh Import and Export Joint Stock Company**

- Pursuant to Law on Enterprises No 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020;
- Pursuant to the Charter on Organization and Operation of Quang Binh Import and Export Joint Stock Company;

The Board of Directors of Quang Binh Import and Export Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the Business plan for 2026 as follows:

No	Indicators	Unit	2025 Implementation	2026 Plan
1	Charter capital	Billion VND	693	693
2	Net revenue	Billion VND	0,15	50-100
3	Profit before tax	Billion VND	(78.365)	0,4-0,8
4	Corporate income tax	Billion VND	0	0,08-0,16
5	Net profit after tax	Billion VND	(78.365)	0,32-0,64
6	Provision for reserves		0	0
7	Expected dividend payout ratio	%	0	0

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- GMS
- Filed by the Secretariat/BOS/  
Office of the BOD.

**O/B THE BOARD OF DIRECTORS  
CHAIRPERSON**



**TRẦN THỊ YEN CHI**

No: 05-04 /2026/QBS-TT

Hai Phong, date 06..month...4....2026

## PROPOSAL

*Re: Approval of the list of independent auditing companies*

To: General Meeting of Shareholders

The Board of Supervisors of Quang Binh Import and Export Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the list of independent auditing companies and authorizes the Board of Directors to select one of the following companies as the auditing company for the fiscal year 2026 of Quang Binh Import and Export Joint Stock Company:

1. KPMG LIMITED COMPANY (KPMG)
2. AASC AUDITING FIRM COMPANY LIMITED (AASC)
3. A&C AUDITING AND CONSULTING COMPANY LIMITED (A&C)
4. MOORE AISC AUDITING AND INFORMATICS SERVICES COMPANY LIMITED (MOORE AISC)
5. PWC (VIETNAM) LIMITED (PWC)
6. GRANT THORNTON (VIETNAM) LIMITED (GT)
7. AAC AUDITING AND ACCOUNTING COMPANY LIMITED (AAC)
8. SOUTHERN AUDITING AND ACCOUNTING FINANCIAL CONSULTING SERVICES COMPANY LIMITED (AASCS)
9. PKF-TTG AUDITING AND ADVISORY COMPANY LIMITED (PKF-TTG)
10. RSM VIETNAM AUDITING & CONSULTING COMPANY LIMITED (RSM)
11. VIETNAM AUDITING & EVALUATION COMPANY LIMITED (VAE)
12. BDO AUDIT SERVICES COMPANY LIMITED (BDO)
13. DELOITTE VIETNAM AUDIT COMPANY LIMITED (DELOITTE)
14. VIETVALUES ASSURANCE AND CONSULTING COMPANY LIMITED (VIETVALUES)
15. INTERNATIONAL AUDITING COMPANY LIMITED (ICPA)
16. ERNST & YOUNG VIETNAM LIMITED (E&Y)
17. UHY AUDITING AND CONSULTING COMPANY LIMITED (UHY)
18. NHAN TAM VIET AUDITING COMPANY LIMITED (NTV)



19. AFC VIETNAM AUDITING COMPANY LIMITED (AFC)
20. VACO AUDITING COMPANY LIMITED (VACO)
21. ECOVIS AFA VIETNAM AUDITING - APPRAISAL AND CONSULTING COMPANY LIMITED (ECOVIS AFA)
22. ASCO FIRM AUDITING AND VALUATION COMPANY LIMITED (ASCO)
23. NVA AUDITING COMPANY LIMITED (NVA)
24. AN VIET AUDITING COMPANY LIMITED (AN VIET)
25. INTERNATIONAL AUDITING AND VALUATION COMPANY LIMITED (IAV)
26. VIETNAM AUDITING AND VALUATION COMPANY LIMITED (AVA)
27. CPA VIETNAM AUDITING COMPANY LIMITED (CPA VN)
28. FAC AUDITING COMPANY LIMITED (FAC)

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- GMS
- Filed by the Secretariat/BOS/  
Office of the BOD.

**VO/B OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD OF SUPERVISORS**



**DANG THI PHUONG THAO**





No. 06-04/2026/QBS-TT

Hai Phong, date 06 month 4, 2026

**PROPOSAL**

**Re: Amendment and supplementation of the Charter  
Quang Binh Import and Export Joint Stock Company**

**To: General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Law on Securities No. 54/2019/QH14;
- Pursuant to Resolution No. 1669/NQ-UBTVQH15 dated June 16th, 2025, of the Standing Committee of the National Assembly on the rearrangement of commune-level administrative divisions of Hai Phong city in 2025;
- Pursuant to the Charter of Quang Binh Import and Export Joint Stock Company.

The Board of Directors of Quang Binh Import and Export Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Charter of Quang Binh Import and Export Joint Stock Company with the following details:

**1. Reasons for amending and supplementing the Charter of Quang Binh Import and Export Joint Stock Company**

Regarding the changes in regulations on the reorganization of commune-level administrative units in Hai Phong City in 2025 as stipulated in Resolution No. 1669/NQ-UBTVQH15 dated June 16th, 2025, of the Standing Committee of the National Assembly, the Board of Directors has reviewed and re-examined the Company's current Charter. Therefore, the Board of Directors finds that the Company's Charter needs to be amended and supplemented with "**Article 2: Name, form, headquarters, branches, representative offices and operating period of the Company**"

**2. Content of amendments and supplements to the Charter**

Article	Contents of current Charter	Content of amendments and supplements
Clause 3 Article 2	3. The registered headquarters of the Company is: - Address: No. 23, Lot 01, Area 97 Bach Dang, Thuong Ly, Hong Bang, Hai Phong	3. The registered headquarters of the Company is: - Address: No. 23, Lot 01, Area 97 Bach Dang, Hong Bang, Hai Phong

**3. Effectiveness of the new Charter**

The Company's legal representative is authorized to sign and issue the amended Company Charter after it has been approved by the General Meeting of Shareholders.

Respectfully submitted!

**Recipients:**

- As above;
- Filed by the office, BOS, BOD.

**O/B THE BOARD OF DIRECTORS  
CHAIRPERSON**  
  
**TRAN THI YEN CHI**

**DRAFT CHARTER**  
**QUANG BINH IMPORT AND EXPORT JOINT STOCK COMPANY**

Hai Phong, date .....month ..... 2026



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This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders No. .... dated ..... month ..... year .....

## I. DEFINITIONS OF TERMS IN COMPANY CHARTER

### Article 1. Explanation of Terms

1. In this company charter, the following terms are understood as follows:

- a) *Charter capital* refers to the total value of the par value of the shares sold or registered to be purchased at the time of the company's establishment, as specified in Article 6;
  - b) *Voting capital* refers to the shares that give the holder the right to vote on matters within the authority of the General Shareholders' Meeting;
  - c) *Enterprise Law* means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
  - d) *Securities Law* means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - đ) *Date of establishment* means the date the Company is issued the Certificate of Business Registration (Business Registration Certificate and equivalent documents);
  - e) *Executive of the company* refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as specified in these Articles of Association;
  - g) *Manager of the company* refers to the company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, and other managerial positions as stipulated in these Articles of Association;
  - h) *Related persons* refer to individuals or organizations defined in Clause 46, Article 4 of the Securities Law;
  - i) *Shareholder* refers to an individual or organization that owns at least one share of the joint-stock company;
  - k) *Large shareholder* refers to a shareholder as defined in Clause 9, Article 6 of the Securities Law;
  - l) *Founding shareholder* refers to a shareholder who owns at least one common share and signs the list of founding shareholders of the joint-stock company;
  - m) *Operating term* refers to the period of the company's operations as specified in Article 2 of these Articles of Association, including any extensions (if any) approved by the General Shareholders' Meeting through a resolution;
  - n) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;
  - o) *Vietnam* refers to the Socialist Republic of Vietnam;
2. In the company charter, references to one or more provisions or other documents include amendments, supplements, or replacement documents.
3. The titles (chapters, articles of company charter) are used for convenience in understanding the content and do not affect the substance of these Articles of Association.

**II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES,  
BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF  
THE COMPANY**

**Article 2. Name, Form, Headquarters, Branches, Representative Offices, and Duration of Operation of the Company**

1. Company Name

- The Company name in Vietnamese: Công ty Cổ phần Xuất nhập khẩu Quảng Bình
- The Company name in foreign languages: Quang Binh Import and Export Joint Stock Company
- Trading name: Quảng Bình., Jsc.
- Abbreviated name: Quảng Bình., Jsc.

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

3. The registered headquarters of the Company is:

- Address: No. 23, Lot 01, Area 97 Bach Dang, Hong Bang, Hai Phong
- Phone: (84) 225.626.3333
- Fax: (84)2253.533.679
- E-mail: [info@quangbinhjsc.com.vn](mailto:info@quangbinhjsc.com.vn)
- Website: [www.quangbinhjsc.com.vn](http://www.quangbinhjsc.com.vn)

4. The Company may establish branches and representative offices in its business locations to carry out the objectives of the Company in accordance with decisions of the Board of Directors and within the limits permitted by law.

5. Unless terminated earlier as per Clause 2, Article 59, or extended as per Article 60 of the company charter, the Company's operating duration starts from the date of establishment and is indefinite.

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

The Company has one legal representative, who is the Chairman of the Board of Directors.

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

**Article 4. Objectives of Company Operations**

1. The Company's business fields are:

No.	Business field
1	Other business support services; Details: Good import-export services
2	Wholesale food; Details: Wholesale meat and meat products; Wholesale seafood; Wholesale vegetables and fruits; Wholesale coffee; Wholesale tea; Wholesale sugar, milk and milk products, candy, and cereal-based products; Wholesale sunflower seeds, pumpkin seeds

3	Printing;
4	Wholesale agricultural and forestry products (except wood, bamboo, rattan) and live animals; Details: Wholesale rice, corn, and other cereals; Wholesale flowers and plants; Wholesale animal feed and ingredients; Wholesale dry star anise, dry honeysuckle flowers, cinnamon, mushrooms; Wholesale dry sesame seeds, peanuts, green beans, soybeans, black-eyed peas, and pistachios
5	Car and other motor vehicle dealerships;
6	Direct services supporting railway and road transport;
7	Road freight transport;
8	Sugar production;
9	Services related to printing;
10	Wholesale metal and metal ores;
11	Mining of other non-ferrous metal ores; Details: Mining of bauxite, copper, lead, nickel ores
12	Cutting and shaping of stone;
13	Other specialized scientific and technological activities; Details: Technology transfer guidance for mushroom cultivation
14	Retail beverages in specialized stores; Details: Retail of wine, beer, and soft drinks
15	Restaurants and mobile food services; Details: Restaurants, eateries, food stalls (excluding bars)
16	Maritime and ocean freight transport;
17	Inland waterway freight transport;
18	Copying records;
19	Production of starch and starch-based products;
20	Production of building wood products;
21	Production of wooden packaging;
22	Other specialized wholesale not classified elsewhere; Details: Wholesale fertilizers; Wholesale chemicals (except those used in agriculture); Wholesale metal, non-metal scrap and waste; Wholesale industrial gases, napkins, paper products, apatite ore
23	Retail motor fuel in specialized stores;
24	Short-stay accommodation services; Details: Hotels
25	Passenger transport by road within urban and rural areas (excluding bus services); Details: Taxi passenger transport



26	Wholesale rice;
27	Mining of stones, sand, gravel, clay;
28	Milling and production of coarse flour;
29	Wholesale beverages; Details: Wholesale of wine, beer, and soft drinks
30	Retail food in specialized stores;
31	Warehousing and storage of goods;
32	Direct services supporting waterway transport;
33	Goods handling;
34	Packaging services;
35	Other passenger road transport services; Details: Passenger transport by intercity, interstate buses; Passenger transport by fixed routes and contracts;
36	Mining iron ore;
37	Production of cement, lime, and gypsum;
38	Production of animal and poultry feed and seafood;
39	Recycling of waste materials; Details: Biofuel production from waste
40	Wholesale solid, liquid, gas fuel and related products; Details: Wholesale coal and other solid fuels; Wholesale crude oil; Wholesale gasoline, oil, asphalt, and related products; Wholesale natural gas and related products; Wholesale biofuels
41	Wholesale cars and other motor vehicles;
42	Retail of cars (up to 12 seats);
43	Waste collection (non-toxic);
44	Wholesale materials and equipment for construction; Details: Wholesale bamboo, rattan, wood, and processed wood; Wholesale cement; Wholesale construction glass; Wholesale paint and varnish; Wholesale tiles and sanitary equipment; Wholesale metal hardware, nails; Wholesale lime, gypsum, kaolin
45	Other transport-related support services; Details: Shipping agency services
46	Production of fertilizers and nitrogen compounds;
47	Commodities and securities brokerage; Details: Commodity brokerage (excluding securities, insurance, finance, real estate)
47	Retail sale of foodstuffs in specialized stores;
48	Retail sale of tobacco products, including "thuốc l��" (Vietnamese tobacco), in specialized stores;

49	Retail sale of other new goods in specialized stores. Details: retail sale of plants and ornamental flowers in specialized stores. Retail sale of jewelry made of gold, silver, gemstones, and sale of gemstones in specialized stores. Retail sale of paintings, photographs, and other artwork (excluding antiques) in specialized stores. Retail sale of kerosene, gas, and fuel for household use in specialized stores. Retail sale of cameras, films, and photographic materials in specialized stores. Retail sale of bicycles and bicycle parts in specialized stores;
50	Retail sale of food, beverages, tobacco, and "thuốc l��" (tobacco) accounting for a significant proportion in general trading stores;
51	Retail sale of clothing, footwear, leather goods, and imitation leather goods in specialized stores;
52	Retail sale of wool, yarn, sewing threads, and other textile products in specialized stores;
53	Retail sale of household electrical appliances, beds, cabinets, tables, chairs, and similar furniture, lighting, and other household items. Details: retail sale of household electrical appliances, lighting, and lighting sets i
54	Retail sale of tobacco products, including "thuốc l��" (Vietnamese tobacco), in specialized stores;
55	Retail sale of other new goods in specialized stores. Details: retail sale of plants and ornamental flowers in specialized stores. Retail sale of jewelry made of gold, silver, gemstones, and sale of gemstones in specialized stores. Retail sale of paintings, photographs, and other artwork (excluding antiques) in specialized stores. Retail sale of kerosene, gas, and fuel for household use in specialized stores. Retail sale of cameras, films, and photographic materials in specialized stores. Retail sale of bicycles and bicycle parts in specialized stores;
56	Retail sale of food, beverages, tobacco, and "thuốc l��" (tobacco) accounting for a significant proportion in general trading stores;
57	Retail sale of clothing, footwear, leather goods, and imitation leather goods in specialized stores;
58	Retail sale of wool, yarn, sewing threads, and other textile products in specialized stores;
59	Retail sale of household electrical appliances, beds, cabinets, tables, chairs, and similar furniture, lighting, and other household items. Details: retail sale of household electrical appliances, lighting, and lighting sets in specialized stores; retail sale of beds, cabinets, tables, chairs, and similar furniture in specialized stores. Retail sale of ceramic, porcelain, and glass household items in specialized stores. Retail sale of musical instruments in specialized stores;
60	Retail sale of carpets, mattresses, blankets, curtains, wall coverings,

	and floor coverings in specialized stores;
61	Wholesale of other household items. Details: wholesale of suitcases, bags, wallets, and leather or imitation leather goods. Wholesale of perfumes, cosmetics, and hygiene products. Wholesale of ceramics, porcelain, and glass products. Wholesale of household electrical appliances, refrigerators, lighting, and lighting sets. Wholesale of beds, cabinets, tables, chairs, and similar furniture. Wholesale of books, newspapers, magazines, and stationery. Wholesale of sports and exercise equipment. Wholesale of musical instruments, toys, and games (excluding items prohibited by the State). Wholesale of DVDs, CDs with recorded sound and images. Wholesale of wristwatches, wall clocks, and jewelry. Wholesale of bicycles and bicycle parts; wholesale of razors, watches, glasses, and cameras. Wholesale of paper products;
62	Retail sale of books, newspapers, magazines, and stationery in specialized stores;
63	Retail sale of sports and exercise equipment in specialized stores;
64	Retail sale of audio and video tapes and discs (including blank tapes and discs) in specialized stores;
65	Retail sale of games and toys in specialized stores (excluding products prohibited by the State);
66	Retail sale of medicines, medical devices, cosmetics, and hygiene products in specialized stores. Details: retail sale of perfumes, cosmetics, and hygiene products in specialized stores;

2. Objectives of the Company's Operations: The Company's goal is to become one of the leading enterprises in the domestic and international markets in the fields of fertilizer, chemicals, and agricultural products, creating jobs for workers; continuously enhancing shareholder benefits, contributing to the state budget, and developing the Company.

#### **Article 5. Scope of Business and Operations**

1. The Company is allowed to plan and conduct all business activities as per the Business Registration Certificate and the company charter, in compliance with the current laws and taking appropriate measures to achieve the Company's objectives.

2. The Company may engage in other business activities as permitted by law and approved by the General Shareholders' Meeting.

### **IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

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

1. The Company's charter capital is 693,299,280,000 VND (Six hundred ninety-three billion, two hundred ninety-nine million, two hundred eighty thousand VND).

The total charter capital of the Company is divided into 69,329,928 (Sixty-nine million, three hundred twenty-nine thousand, nine hundred twenty-eight) shares with a par value of 10,000 VND per share.

2. The Company may increase its charter capital upon approval by the General Shareholders' Meeting and in accordance with legal regulations.

3. The shares of the Company, as of the adoption of these Articles of Association, consist of common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of the company charter.

4. The Company may issue other types of preferred shares after obtaining approval from the General Shareholders' Meeting and in compliance with legal regulations.

5. The names, addresses, number of shares, and other information about the founding shareholders, as required by the Law on Enterprises, are provided in Appendix 01 attached. This Appendix is part of the company charter.

Common shares must be preferentially offered to existing shareholders in proportion to their holdings of common shares in the Company, unless the General Shareholders' Meeting decides otherwise. Shares that are not subscribed to by shareholders will be allocated by the Board of Directors, who may distribute them to shareholders and others under conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Shareholders' Meeting.

6. The Company may repurchase its own shares in accordance with the methods specified in the company charter and in compliance with current law.

7. The Company may issue other securities with approval from the General Shareholders' Meeting and in accordance with legal regulations.

#### **Article 7. Share Certificates**

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

2. Shares are securities that confirm the rights and legal interests of the holder in a portion of the capital of the issuing organization. The share certificate must include the required details as specified in Clause 1, Article 121 of the Enterprise Law.

3. Within 45 days from the date of submission of the full documentation for the transfer of ownership of shares according to the Company's regulations or within another period as stipulated in the share issuance plan, the shareholder will be issued a share certificate. The shareholder will not be charged for the cost of printing the share certificate.

4. If the share certificate is lost, damaged, or otherwise destroyed, the shareholder may request the Company to issue a new certificate. The shareholder's request must include the following: a) Information about the lost, damaged, or destroyed share certificate. b) A commitment to assume responsibility for any disputes arising from the issuance of a new share certificate.

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

Certificates for bonds or other securities (excluding offering letters, temporary certificates, and similar documents) issued by the Company will bear the seal and the signature of the Company's legal representative.

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

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed on the Stock Exchange are transferable in accordance with securities laws and regulations.

2. Shares that have not been fully paid for may not be transferred and will not entitle the shareholder to related benefits, such as dividends, the right to receive shares issued for increasing charter capital from retained earnings, rights to purchase newly offered shares, and other rights as stipulated by law.

## **Article 10. Share Repurchase (in the case of business registration)**

1. If a shareholder fails to pay the full amount for shares purchased, the Board of Directors will notify the shareholder and may require them to pay the remaining amount. The shareholder is also liable for the financial obligations of the Company resulting from the failure to pay.

2. The payment notice must specify the new payment deadline (at least seven (07) days from the date of the notice), the payment location, and notify that failure to comply with the payment request will result in the repurchase of the unpaid shares.

3. The Board of Directors may repurchase shares that have not been paid for within the specified deadline.

4. Repurchased shares will be treated as shares available for sale, as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may sell, redistribute, or resolve the repurchased shares to the shareholder or another party under conditions deemed appropriate.

5. The shareholder who holds repurchased shares must forfeit their shareholder status for those shares but remains responsible for the financial obligations of the Company arising at the time of repurchase, as determined by the Board of Directors, until the date of payment.

6. A notice of repurchase will be sent to the holder of the repurchased shares before the repurchase date. The repurchase remains valid even if there are errors or negligence in sending the notice.

## **V. ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE**

### **Article 11. Organization, Governance and Control structure**

Organization, Governance and Control structure of the Company include:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisor;
4. Board of Management;

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Shareholders' rights**

1. Rights of Common Shareholders:

a) To attend and speak at the General Meeting of Shareholders and exercise voting rights either directly, through an authorized representative, or in other forms as stipulated by the Company's Charter and applicable laws. Each common share carries one vote;

b) To receive dividends at the rate determined by the General Meeting of Shareholders;

c) To have preemptive rights to purchase newly issued shares in proportion to their existing ownership of common shares in the Company;

d) To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;

đ) To review, access, and extract information regarding the names and contact addresses of shareholders entitled to vote; to request corrections of any inaccurate personal information;

e) To review, access, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their proportion of common shares owned in the Company;

h) To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type shall entitle its holder to equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations attached to such 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 as required by law;

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

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

2. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the following rights:

a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115, and Article 140 of the Enterprise Law;

b) Review, consult, extract the minutes and resolutions, decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Board of Supervisor, contracts, transactions that must be approved by the Board of Directors, and other documents, excluding those related to the Company's trade secrets and business confidentiality;

c) Request the Board of Supervisor to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, legal identification number for individual shareholders; company name, business registration number or legal identification number, and the registered office address for organizational shareholders; the number of shares and the date of registration of shares for each shareholder, the total number of shares held by the group of

shareholders, and the ownership ratio in the total shares of the Company; the issue to be examined, and the purpose of the examination;

d) Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed to be included in the meeting agenda;

đ) Other rights as provided by law and this Charter.

3. Shareholders or a group of shareholders owning 5% or more of the total common shares have the right to nominate candidates for the Board of Directors and the Board of Supervisor. The nomination process for the Board of Directors and the Board of Supervisor is as follows:

a) Shareholders of common stock forming a group to nominate candidates for the Board of Directors and the Board of Supervisor must notify the shareholders about the group meeting prior to the beginning of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisor, the shareholder or group of shareholders specified in this clause has the right to nominate one or more candidates as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisor. If the number of candidates nominated by the shareholder or group of shareholders is less than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors, the Board of Supervisor, and other shareholders.

c) Shareholders or groups of shareholders holding from 5% to under 10% of the total voting shares are entitled to nominate one (01) candidate; from 10% to under 30% are entitled to nominate a maximum of two (02) candidates; from 30% to under 40% are entitled to nominate a maximum of three (03) candidates; from 40% to under 50% are entitled to nominate a maximum of four (04) candidates; from 50% to under 60% are entitled to nominate a maximum of five (05) candidates; from 60% to under 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to under 90% are entitled to nominate a maximum of eight (08) candidates.

### **Article 13. Shareholders' obligations**

Shareholders have the following obligations:

1. To pay in full and on time for the number of shares they have committed to purchase.

2. To not withdraw the capital contributed to common shares from the Company in any form, except in cases where the Company or another person buys back the shares. If a shareholder withdraws part or all the contributed share capital in violation of this provision, the shareholder and any related persons in the Company must jointly bear responsibility for the Company's debts and other obligations within the scope of the value of the withdrawn shares and any damages incurred.

3. To comply with the Company's Charter and the Company's internal management regulations.

4. To implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company as prescribed in the Company's Charter and the law; only use the provided information to exercise and protect their

legal rights and interests; it is strictly prohibited to distribute, copy, or send the information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise the right to vote in the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote through online meetings, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;
- đ) Send voting ballots by other means as prescribed by the General Meeting of Shareholders.

7. To bear personal responsibility when acting on behalf of the Company in any form to carry out any of the following actions:

- a) Violate the law;
  - b) Engage in business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Pay debts before they are due, exposing the Company to financial risks.
8. Fulfill other obligations as required by current law.

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

1. The General Meeting of Shareholders is the highest unit of the Company. The Annual General Meeting of Shareholders shall be held once (01) a year and within four (04) months from the end of the fiscal year. If necessary, the Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an Extraordinary General Meeting. The venue of the General Meeting of Shareholders shall be determined as the place 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 a suitable venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, particularly the approval of the audited annual financial statements and budget estimates. In cases where the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors or the Board of Supervisor falls below the minimum required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request for convening an Extraordinary General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and



must bear the signatures of the relevant shareholders, or be prepared in multiple copies with the collective signatures of the relevant shareholders;

d) At the request of the Board of Supervisor;

đ) The audited quarterly, semi-annual, or annual financial statements indicate that the Company's equity has decreased by half (1/2) compared to the beginning of the period;

e) Các trường hợp khác theo quy định của pháp luật và Điều lệ này.

4. Other cases as prescribed by law and this Charter

a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls below the threshold specified in Point b, Clause 3 of this Article, or from the date of receiving a request as stipulated in Points c and d, Clause 3 of this Article;

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

c) If the Board of Supervisor fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, shareholders or groups of shareholders as stipulated in Point c, 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 shareholders or groups of shareholders convening the General Meeting of Shareholders have the right to request the business registration agency to supervise the process, procedures, and decision-making of the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. However, these costs do not include expenses incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. The General Meeting of Shareholders' rights and obligations**

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

a) Approve the Company's development orientation;

b) Determine the types of shares and the total number of shares of each type that are authorized for offering; decide on the annual dividend rate for each type of share;

c) Elect, dismiss, and remove members of the Board of Directors and the Board of Supervisor;

d) Decide on investments or the sale of assets valued at 35% or more of the Company's total assets recorded in the latest financial statement;

đ) Decide on amendments and supplements to the Company's Charter;

e) Approve the annual financial statements;

g) Decide on the repurchase of more than 10% of the total issued shares of each type;

h) Review and handle violations by members of the Board of Directors and the Board of Supervisor that cause damage to the Company and its shareholders;

- i) Decide on the reorganization or dissolution of the Company;
  - k) Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisor;
  - l) Approve the Internal Governance Regulations and the operational regulations of the Board of Directors and the Board of Supervisor;
  - m) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company; dismiss auditors when necessary;
  - n) Exercise 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 of the Board of Directors and each of its members;
  - d) The Board of Supervisor's report on the Company's business performance and the performance of the Board of Directors and the General Director;
  - đ) The self-assessment report on the activities of the Board of Supervisor and its members;
  - e) The dividend rate for each type of share;
  - g) The number of members of the Board of Directors and the Board of Supervisor;
  - h) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisor;
  - i) Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisor;
  - k) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's activities when deemed necessary;
  - l) Amendments and supplements to the Company's Charter;
  - m) Types and quantities of new shares to be issued and the transfer of shares by founding shareholders within the first three years from the date of establishment;
  - n) Division, separation, consolidation, merger, or transformation of the Company;
  - o) Reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
  - p) Investment or sale of assets valued at 35% or more of the Company's total assets recorded in the latest financial statement;
  - q) Repurchase of more than 10% of the total issued shares of each type;
  - r) Signing contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statement;
  - s) Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

t) Approval of the Internal Governance Regulations, the Board of Directors' operational regulations, and the Board of Supervisor's operational regulations;

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 the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person, authorize one or more individuals or organizations to attend on their behalf, or participate in the meeting through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of authorization, the duration of authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In the case of further delegation of authority, the attendee must also present the original authorization document from the shareholder or the authorized representative of an institutional shareholder (if it has not been previously registered with the Company).

3. The votes cast by an authorized representative within the scope of their authorization remain valid in the following cases, except:

a) The authorizing party has died, been restricted in legal capacity, or lost legal capacity;

b) The authorizing party has revoked the authorization appointment;

c) The authorizing party has cancelled the authority of the authorized representative.

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

#### **Article 17. Modification of Rights**

1. Any modification or cancellation of special rights attached to a class of preferred shares shall only take effect when approved by shareholders holding at least 65% of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of preferred shareholders shall only be passed if it is approved by shareholders of the same class of preferred shares attending the meeting who collectively hold at least 75% of the total shares of that class, or if it is approved by written consent of shareholders of the same class holding at least 75% of the total shares of that class.

2. A meeting of shareholders holding a class of preferred shares to approve the modifications mentioned above shall only be valid if at least two shareholders (or their authorized representatives) attend and hold at least one-third of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within 30 days, and those holding shares of that class (regardless of the number of attendees or shares held) who are present in person or through an

authorized representative shall be deemed to constitute a valid quorum. At such meetings of preferred shareholders, those present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise specified in the terms of share issuance, the special rights attached to classes of shares that have preferential rights over certain or all matters related to the distribution of the Company's profits or assets shall not be affected when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting must be prepared no later than 10 days before the notice of the meeting is sent. The company must publicly announce the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the registration deadline;

b) Prepare the agenda and content of the meeting; c) Prepare materials for the meeting;

c) Prepare materials for the meeting;

d) Draft resolutions of the General Meeting of Shareholders based on the planned agenda of the meeting;

d) Determine the time and location for the meeting;

e) Notify and send the meeting notice to all shareholders entitled to attend the meeting;

g) Perform other tasks necessary for the meeting.

3. The meeting notice for the General Meeting of Shareholders must be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and must also be published on the Company's website, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the meeting must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the meeting is scheduled to open (counting from the date the notice is properly sent or dispatched). The agenda of the meeting, as well as materials related to issues to be voted on at the meeting, must be sent to the shareholders or posted on the Company's website. If the materials are not sent with the meeting notice, the notice must clearly provide a link to all meeting materials so shareholders can access them, including:

a) The agenda, documents to be used during the meeting;

b) A list and detailed information of candidates in case of election of members of the Board of Directors, the Board of Supervisor;

c) Voting ballots;

d) Draft resolutions on each item in the meeting agenda.

4. Shareholders or a group of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be submitted to the Company no later than 03 working days before the meeting is scheduled to open. The proposal must specify the shareholder's name, the number of each type of share held by the shareholder, and the issue being proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposal as specified in Clause 4 of this Article if any of the following conditions apply:

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

6. The convener of the General Meeting of Shareholders must accept and include the proposal as stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except in the cases specified in Clause 5 of this Article; the proposal will be officially included in the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for holding Shareholders' General Meeting**

1. The General Shareholders' Meeting shall be conducted when shareholders representing more than 50% of the total voting shares are present.

2. If the first meeting does not meet the conditions for proceeding as specified in Clause 1 of this Article, the invitation for the second meeting shall be sent within 30 days from the date of the first planned meeting. The General Shareholders' Meeting shall be conducted at the second meeting when shareholders representing at least 33% of the total voting shares are present.

3. If the second meeting does not meet the conditions for proceeding as specified in Clause 2 of this Article, the invitation for the third meeting must be sent within 20 days from the date of the second planned meeting. The General Shareholders' Meeting shall be conducted at the third meeting regardless of the total voting shares of the attending shareholders.

#### **Article 20. Procedure for holding and voting at the General Shareholders' Meeting**

1. Before the meeting begins, the Company must carry out the procedure for registering shareholders who attend the General Meeting of Shareholders.

2. The process for registering shareholders to attend the meeting is specified in detail in the corporate governance regulations of Quang Binh Import & Export Joint Stock Company.

3. Shareholders or their authorized representatives who arrive after the meeting has commenced have the right to register immediately and can then participate and vote at the meeting right after registering. The chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of the contents that were voted on before their arrival remains unchanged.

4. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the

Board of Directors. In the event of the Chairman's absence or temporary incapacity to perform their duties, the remaining members of the Board of Directors shall elect one of themselves to chair the meeting by majority vote. If no one is elected, the Head of the Board of Supervisor will manage the meeting and the General Meeting of Shareholders will elect the chairperson from the attendees, with the person receiving the most votes becoming the chairperson;

b) Except for the case specified in part a of this section, the person who signed the meeting invitation shall manage the meeting to allow the General Meeting of Shareholders to elect the chairperson, with the person receiving the highest number of votes being elected;

c) The chairperson appoints one or more people as the meeting's secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee as proposed by the chairperson.

5. The agenda and meeting contents must be approved by the General Meeting of Shareholders during the opening session. The agenda should clearly and specifically allocate time for each issue discussed.

6. The chairperson has the right to take necessary and reasonable measures to operate the General Meeting of Shareholders in order, in accordance with the approved agenda, and reflecting the majority's wishes.

a) Arranging seating at the meeting venue;

b) Ensuring safety for everyone present at the meeting location;

c) Facilitating shareholders' participation (or continued participation) in the meeting. The person calling the meeting has full authority to change and apply all necessary measures above. These measures may include issuing entry passes or using other selection methods.

7. The General Meeting of Shareholders will discuss and vote on each issue in the agenda. Voting will be conducted by approving, disapproving, or abstaining. The vote count result will be announced by the chairperson before the meeting is adjourned.

8. Shareholders or their authorized representatives who arrive after the meeting has commenced are still allowed to register and have the right to vote immediately after registration; in this case, the validity of the contents voted on earlier remains unchanged.

9. The person calling the meeting, or the chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo checks or other legal, reasonable security measures;

b) To request the competent authorities to maintain order in the meeting; to expel individuals who do not comply.

10. The chairperson has the right to postpone the General Meeting of Shareholders if the required number of registered attendees has been reached, for a maximum of 03 working days from the planned opening date. The meeting may only be postponed or relocated in the following cases:

a) The meeting venue does not have enough seating for all attendees;

b) Communication facilities at the venue are not adequate for shareholders to participate, discuss, and vote;

c) Someone attending the meeting disrupts the order, posing a risk to the fair and legal conduct of the meeting.

11. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions in paragraph 8 of this article, the General Meeting of Shareholders will elect another person from the attendees to replace the chairperson and manage the meeting until it comes to an end; all resolutions passed at that meeting remain valid.

**Article 21. Conditions for the General Meeting of Shareholders' resolution to be adopted**

1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and the total number of shares of each type;
- b) Changes in business lines, industries, and fields of operation;
- c) Changes in the organizational structure of the Company's management;
- d) Investment projects or the sale of assets with a value of at least 35% of the total asset value recognized in the latest financial statements of the Company;
- đ) Reorganization or dissolution of the Company;

2. A resolution shall be passed if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders attending the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders shall be deemed legally valid and effective if 100% of the total voting shares approve them, even if the convening and voting procedures violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collecting shareholders' written ballots to approve the resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written ballots from shareholders to approve resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provision:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except in cases stipulated in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents regarding the draft resolutions and send them to all voting shareholders at least 10 days before the deadline for returning the written ballots. The submission of ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The written ballot must include the following key contents:

- a) Name, headquarters address, and enterprise registration number;
- b) Purpose of consulting;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise registration number or legal document number, and headquarters address for institutional shareholders; or full name, contact address, nationality, and legal document number of the representative of an institutional shareholder; the number of shares of each type and the number of votes of the shareholder;

- d) Voting issues for approval;
- d) Voting options, including approved, disapproved, and abstained for each issue;
- e) Deadline for returning the completed written ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may submit their completed opinion collection ballots to the Company via mail, fax, or email under the following regulations:

a) If sent by mail, the written ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an institutional shareholder. The ballot must be enclosed in a sealed envelope and must not be opened before vote counting;

b) If sent by fax or email, the written ballot must remain confidential until the vote counting process;

c) Ballots submitted after the deadline stated in the written ballot or those that have been opened before vote counting (in the case of mailed ballots) or disclosed before vote counting (in the case of faxed or emailed ballots) shall be deemed invalid. Ballots not returned shall be considered as non-participation in voting.

5. The Board of Directors shall count the votes and prepare a vote-counting record under the supervision of the Board of Supervisor or shareholders who do not hold management positions in the Company. The minutes of voting checking results must contain the following key information:

a) Name, headquarters address, and enterprise identification number;

b) Purposes and voting issues were collected to approve the resolution;

c) Number of shareholders and total voting shares, distinguishing between valid and invalid votes and the method of vote submission, along with an appendix listing the participating shareholders;

d) Total votes approved, disapproved, and abstained for each issue;

d) Issues approved and the corresponding voting percentages for approval;

e) Full name and signature of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the accuracy and integrity of the minutes of voting checking results and shall be jointly liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The minutes of voting checking results and resolution must be sent to shareholders within 15 days from the completion of vote counting. Alternatively, they may be published on the Company's website within 24 hours from the completion of vote counting.

7. The completed written ballots, vote-counting records, approved resolutions, and related documents attached to the ballots must be kept at the Company's headquarters.

8. A resolution shall be deemed approved by the written opinion collection method if it receives approval from shareholders representing more than 50% of the total voting rights of all eligible voting shareholders and shall have the same validity as a resolution passed at a General Meeting of Shareholders.



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

1. The General Meeting of Shareholders must be recorded in minutes and can be recorded via audio or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following key details:

- a. Name, registered address of the head office, and enterprise identification number;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full name of the chairperson and secretary;
- e. Summary of the meeting proceedings and statements made at the General Meeting of Shareholders regarding each issue on the agenda;
- f. Number of shareholders and total number of votes of the attending shareholders, including an appendix listing the registered shareholders, their representatives, corresponding shares, and voting rights;
- g. Total number of votes on each matter, specifying the voting method, total valid and invalid votes, approved, disapproved, and abstained votes, along with the corresponding percentage of the total votes of attending shareholders;
- h. Issues approved and the corresponding voting percentages for approval;
- i. Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required details as stipulated in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.

The minutes prepared in both Vietnamese and English shall have the same legal effect. In case of any discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

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

3. The minutes prepared in Vietnamese and in a foreign language shall have the same legal effect. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall apply.

4. The resolutions, minutes of the General Meeting of Shareholders, appendices listing the registered shareholders attending the meeting with their signatures, proxies for attendance, all documents attached to the minutes (if any), and other related documents enclosed with the meeting invitation must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be kept at the Company's head office.

### **Article 24. Request for annulment of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or meeting minutes of the General Meeting of Shareholders, or the minutes of voting checking results of the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a court or arbitration to review and annul the resolution or part of its content in the following cases:

1. The procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

## VII. BOARD OF DIRECTORS

### Article 25. Election, nominating for election of Members of the Board of Directors

1. In cases where candidates have been pre-identified, information related to the candidates for the Board of Directors must be included in the shareholders' meeting documents and published at least ten (10) days prior to the beginning of the shareholders' meeting on the Company's website, allowing shareholders to review this information before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty, accuracy, and reasonableness of the personal information disclosed and must pledge to perform their duties honestly if elected to the Board of Directors. Information related to candidates for the Board of Directors must include, at least, the following:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial titles (including titles in other companies' Board of Directors);
- d) Interests related to the Company and its related parties;
- e) Other relevant information, if any;

g) The public company must disclose information about other companies where the candidate holds a position as a member of the Board of Directors, other managerial titles, and any interests related to the company (if any).

2. Shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to nominate candidates for the Board of Directors. The nomination of individuals for the Board of Directors and the Board of Supervisor is carried out as follow:

a) Shareholders of common stock who form a group to nominate candidates for the Board of Directors and the Board of Supervisor must inform the other shareholders about the meeting prior to the opening of the shareholders' meeting;

b) Based on the number of members in the Board of Directors and the Board of Supervisor, the shareholder or group of shareholders specified in this section may nominate one or more candidates as determined by the shareholders' meeting to serve as candidates for the Board of Directors and the Board of Supervisor. In case the number of candidates nominated by the shareholders, or the group of shareholders is less than the number they are entitled to nominate as per the decision of the shareholders' meeting, the remaining candidates will be nominated by the Board of Directors, Board of Supervisor, and other shareholders.

c) Shareholders or groups of shareholders holding between 5% and 10% of the total voting shares may nominate one (1) candidate; between 10% and 30%, may nominate up to two (2) candidates; between 30% and 40%, may nominate up to three (3) candidates; between 40% and 50%, may nominate up to four (4) candidates; between 50% and 60%, may nominate up to five (5)

candidates; between 60% and 70%, may nominate up to six (6) candidates; between 70% and 80%, may nominate up to seven (7) candidates; and between 80% and under 90%, may nominate up to eight (8) candidates.

3. In case the number of candidates for the Board of Directors nominated and elected is still insufficient as required by Article 115, Clause 5 of the Enterprise Law, the current Board of Directors shall introduce additional candidates or organize a nomination process as stipulated by the Company's charter, internal regulations on corporate governance, and the Board of Directors' operation regulations. The introduction of additional candidates by the current Board of Directors must be clearly disclosed before the shareholders' meeting votes to elect members of the Board of Directors as required by law.

4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Enterprise Law and this Charter.

#### **Article 26. Members and term of the Board of Directors members**

1. The number of members of the Board of Directors is 03. The term for each member of the Board of Directors shall not exceed five (05) years and may be re-elected with an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than two consecutive terms.

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

The Board of Directors of the company must ensure that at least one-third of the total members are non-executive.

The total number of independent members of the Board of Directors must be at least one (01).

3. A member of the Board of Directors loses their position as a board member in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

4. The appointment of Board members must be publicly disclosed in accordance with the legal regulations on information disclosure in the securities market.

5. Members of the Board of Directors are not necessary to be shareholders of the company.

#### **Article 27. Powers and duties of the Board of Directors**

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to make decisions and exercise the rights and obligations of the company, except for those rights and obligations within the authority of the General Shareholders' Meeting.

2. The rights and obligations of the Board of Directors are defined by law, the Company's Charter, and the General Shareholders' Meeting. 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 that may be offered for each type;
- c) To decide on the sale of unsold shares within the number of shares allowed to be offered for each type; to decide on raising additional capital through other forms;
- d) To decide on the selling price of shares and bonds of the Company;

d) To decide on the repurchase of shares as stipulated in Clause 1 and Clause 2 of Article 133 of the Enterprise Law;

e) To decide on investment plans and projects within the authorities and limits prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for buying, selling, borrowing, lending, and other transactions with a value of 35% or more of the total assets stated in the Company's most recent financial report, and contracts or transactions within the authority of the General Shareholders' Meeting as defined in Point d, Clause 2 of Article 138, and Clauses 1 and 3 of Article 167 of the Enterprise Law;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the CEO and other key managers as stipulated in the Company's Charter; to decide on the salaries, allowances, bonuses, and other benefits for these managers; to appoint representatives to participate in the Member Council or General Shareholders' Meeting of other companies, and decide on their remuneration and other rights;

k) To supervise and direct the CEO and other managers in the daily business operations of the Company;

l) To decide on the organizational structure, internal regulations on corporate governance of the Company, the establishment of subsidiaries, branches, representative offices, and investments or share purchases in other businesses;

m) To approve the program, content, and documents for the General Shareholders' Meeting, call the General Shareholders' Meeting, or gather opinions for the General Shareholders' Meeting to approve resolutions;

n) To present the annual audited financial report to the General Shareholders' Meeting;

o) To propose the dividend rate; decide on the duration and procedures for paying dividends or handling losses arising from business operations;

p) To propose reorganizing or dissolving the Company; to request the bankruptcy of the Company;

q) To decide on the issuance of the Board of Directors' operating regulations, internal regulations on corporate governance after approval by the General Shareholders' Meeting; to decide on the issuance of the Audit Committee's operating regulations under the Board of Directors and the Company's information disclosure regulations;

s) Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other legal regulations, and the Company's Charter.

3. The Board of Directors must report the results of its activities to the General Shareholders' Meeting as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, which provides detailed regulations for implementing certain provisions of the Securities Law.

#### **Article 28. Remuneration, bonuses, and other benefits of Board members**

1. The Company has the right to pay remuneration and bonuses to Board members based on business results and effectiveness.

2. Board members are entitled to receive remuneration for their work and bonuses. The remuneration for work is calculated based on the number of days required to complete the

member's duties and the daily remuneration. The Board of Directors will determine the remuneration level for each member based on consensus. The total remuneration and bonuses for the Board of Directors will be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member is included in the Company's business expenses in accordance with corporate income tax laws. It should be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions or performing other tasks outside the scope of their usual duties as Board members may receive additional remuneration in the form of a lump sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all reasonable travel, accommodation, and other expenses they incur while fulfilling their Board responsibilities, including costs related to attending General Meetings of Shareholders, Board meetings, or committees of the Board.

6. Board members may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to legal violations and violations of the Company's Charter.

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

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

2. The Chairman of the Board of Directors cannot concurrently hold the position of Chief Executive Officer (CEO).

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

- a) To establish the program and work plan of the Board of Directors;
- b) To prepare the agenda, content, and documents for the meeting; to convene, chair, and preside over the meetings of the Board of Directors;
- c) To organize the approval of the resolutions and decisions of the Board of Directors;
- d) To supervise the implementation process of the resolutions and decisions of the Board of Directors;
- đ) To preside over the General Shareholders' Meeting;
- e) Other rights and obligations as prescribed by the Enterprise Law and this Charter.

4. If the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal decision.

5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate in writing another member to carry out the rights and obligations of the Chairman. In the absence of a delegated person, or if the Chairman of the Board of Directors dies, goes missing, is temporarily detained, imprisoned, subjected to administrative measures at a compulsory rehabilitation facility, a compulsory education facility, has fled their residence, is restricted or loses civil act capacity, has difficulties in cognition or control of behavior, or is prohibited by the Court from holding office, practicing a profession, or working in a certain field, the remaining members of

the Board of Directors shall elect one of the members to hold the position of Chairman 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. In the event the Board of Directors elects a Chairman, the Chairman will be elected during the first meeting of the Board's term within 7 working days from the date of the election of the Board for that term. This meeting shall be convened and chaired by the member with the highest vote or the highest voting proportion. In case there are multiple members with the highest vote count or highest voting ratio, the members will vote by majority to select one person among them to convene the Board meeting.

2. The Board of Directors must meet at least once every quarter and may meet on an extraordinary basis.

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

- a) Upon request of the Board of Supervisor or an independent member of the Board of Directors;
- b) Upon request of the CEO or at least 5 other managers;
- c) Upon request of at least 2 members of the Board of Directors;

4. Requests as defined in Clause 3 of this Article must be in writing, stating the purpose, issues to be discussed, and decisions that fall under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board within 7 working days from the receipt of the request as defined in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they will be held responsible for any damages to the Company. The requesting party has the right to replace the Chairman and convene the Board meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of the meeting no later than 3 working days before the meeting date. The notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The notice must include the documents for the meeting and voting cards for the members.

The meeting notice may be sent via invitation letter, phone, fax, electronic means, or any other method as prescribed in the company's charter and ensuring it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting notice and accompanying documents to the members of the Board of Supervisor in the same manner as to the members of the Board of Directors.

The members of the Board of Supervisor have the right to attend Board meetings, discuss, but not the right to vote.

8. A meeting of the Board of Directors is valid when at least 3/4 of the total number of members are present. If the meeting convened under this provision does not meet the quorum, it will be reconvened within 7 days from the original scheduled meeting date. In this case, the meeting will proceed if more than half of the Board members are present.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting via an online meeting, electronic voting, or other electronic means;
- d) Sending a voting form to the meeting via mail, fax, or email;
- đ) Sending a voting form through other means as decided by the General Meeting of Shareholders.

10. In the case of sending a voting form via mail, the voting form must be enclosed in a sealed envelope and submitted to the Chairman of the Board of Directors no later than 1 hour before the meeting starts. The voting forms will only be opened in the presence of all meeting participants.

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

12. Resolutions and decisions of the Board of Directors are passed if they are approved by the majority of the members present at the meeting. In case of a tie, the final decision will be made by the Chairman of the Board.

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

1. The Board of Directors may establish sub-committees to be responsible for development policies, human resources, salary and benefits, and internal auditing. The number of members in the sub-committee will be decided by the Board of Directors, but there should be at least three (03) members, including both members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority in the sub-committee, and one of these members will be appointed as the Chairman of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolutions of the sub-committee will only be effective when a majority of members participate and vote in favor of the decision at the sub-committee meeting, with the attending members being members of the Board of Directors.

2. The implementation of decisions made by the Board of Directors; or by a sub-committee under the Board of Directors, or by any member with the status of a sub-committee member of the Board of Directors, must comply with current legal regulations and the provisions of this Charter, as well as the internal regulations on corporate governance.

#### **Article 32. The person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least one person responsible for corporate governance to assist with governance tasks at the company. The person responsible for company governance may also concurrently serve as the Company Secretary according to the provisions in Clause 5, Article 156 of the Law on Enterprises.

2. The person responsible for corporate governance must not simultaneously work for an approved auditing organization that is conducting the audit of the Company's financial statements. The person responsible for corporate governance must meet the following standards:

- a. Have knowledge of the law;

- b. Must not simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
- c. Other standards as stipulated by law, this Charter, and the decisions of the Board of Directors.
- 4. The person responsible for corporate governance has the following rights and obligations:
  - a. Advise the Board of Directors on organizing General Shareholders' Meetings in accordance with regulations and other related matters between the Company and shareholders;
  - b. Prepare meetings for the Board of Directors, the Board of Supervisor, and the General Shareholders' Meeting as required by the Board of Directors or the Board of Supervisor;
  - c. Advise on the procedures for the meetings;
  - d. Attend the meetings;
  - e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
  - f. Provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and Supervisors;
  - g. Monitor and report to the Board of Directors on the company's information disclosure activities.
  - h. Maintain confidentiality in accordance with legal regulations and the Company's Charter;
  - i. Other rights and obligations as stipulated by law and this Charter.

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

### **Article 33. Organizational Structure**

The management system of the Company must ensure that the Executive Management is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has one (1) CEO, Deputy CEOs, one (1) Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above positions must be approved by a resolution of the Board of Directors.

### **Article 34. Executive Managers**

1. The Executive Managers of the Company include the CEO, Deputy CEOs, and the Chief Accountant.
2. Upon the proposal of the CEO and with the approval of the Board of Directors, the Company may hire additional Executive Managers in accordance with the number and qualifications suitable to the structure and management regulations of the Company as stipulated by the Board of Directors. Executive Managers must be responsible for assisting the Company in achieving its objectives in operations and organization.
3. The CEO is entitled to a salary and bonus. The salary and bonus of the CEO shall be decided by the Board of Directors.
4. The salary of the Executive Managers shall be included in the Company's business expenses in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.



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

1. The Board of Directors shall appoint one of its members or hire an external person to serve as the CEO.

2. The CEO is responsible for the daily business operations of the Company; is under the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the execution of the rights and duties assigned.

3. The term of the CEO is no more than 5 years and may be reappointed for an unlimited number of terms. The CEO must meet the standards and conditions set by law and this Charter.

4. The CEO has the following rights and obligations:

a) To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b) To implement the resolutions and decisions of the Board of Directors;

c) To implement the Company's business plan and investment proposals;

d) To propose the Company's organizational structure changes and internal regulations of corporate governance;

đ) To appoint, dismiss, or remove managerial positions within the Company, except for positions within the authority of the Board of Directors;

e) To decide on salaries and other benefits for employees of the Company, including managers appointed by the CEO;

g) To recruit employees;

h) To propose dividend distribution plans or measures for handling business losses;

i) Other rights and obligations as prescribed by law, this Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the CEO if the majority of voting members present at the meeting agree and appoint a new CEO in replacement.

## **IX. BOARD OF SUPERVISOR OR AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Article 36. Election, nominating for election of Supervisors**

1. The nomination and election of Supervisors shall be carried out similarly to the provisions in Clause 1, Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisor through nomination and election does not meet the required number, the current Board of Supervisor may nominate additional candidates or organize the nomination according to the mechanisms stipulated in the Company's Charter, the internal regulations of corporate governance, and **the regulations on the operation** of the Board of Supervisor. The Board of Supervisor's nomination of candidates must be clearly announced and must be voted on by the General Meeting of Shareholders in accordance with the law.

### **Article 37. Members of the Board of Supervisor**

1. The number of members in the Company's Board of Supervisor is three (03). The term of each member of the Board of Supervisor shall not exceed five (05) years and may be re-elected with no limit on the number of terms.

2. Members of the Board of Supervisor must meet the standards and conditions specified in Article 169 of the Enterprise Law, the Company's Charter, and must not fall into any of the following categories:

a) Working in the company's accounting or finance department;

b) Being a member or employee of the independent auditing company that audits the company's financial statements in the last three (03) consecutive years.

3. A member of the Board of Supervisor shall be dismissed in the following cases:

a) Failing to meet the standards and conditions to be a member of the Board of Supervisor as per Clause 2 of this Article;

b) Resigning and having the resignation accepted;

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

4. A member of the Board of Supervisor shall be dismissed in the following cases:

a) Failing to complete the assigned duties and tasks;

b) Failing to exercise their rights and obligations for six (06) consecutive months, except for force majeure;

c) Repeatedly violating, or committing serious violations of, the duties of a member of the Board of Supervisor as prescribed by the Enterprise Law and this Charter;

d) Other cases as prescribed by the resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisor**

1. The Head of the Board of Supervisor is elected by the members of the Board of Supervisor; the election, dismissal, and removal are decided by the majority vote. The Board of Supervisor must have more than half of its members residing in Vietnam. The Head of the Board of Supervisor must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a related field relevant to the company's business activities.

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

a) Convene meetings of the Board of Supervisor;

b) Request the Board of Directors, the General Director, and other executives to provide information relevant to the Board of Supervisor's reporting;

c) Prepare and sign the Board of Supervisor's report after consulting with the Board of Directors to present it to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Board of Supervisor**

The Board of Supervisor has the rights and obligations as provided in Article 170 of the Enterprise Law and the following additional rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of certified audit firms to audit the Company's financial statements; decide on the approved audit firm to examine the Company's operations and dismiss the approved auditor if necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Supervise the Company's financial situation, compliance with the law in the activities of the members of the Board of Directors, General Director, and other managers.
4. Ensure coordination with the Board of Directors, General Director, and shareholders.
5. In case of detecting any illegal acts or violations of the Company's charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisor must notify the Board of Directors in writing within 48 hours, request the violators to cease their violations, and provide solutions to remedy the consequences.
6. Develop the operational regulations of the Board of Supervisor and present them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as provided in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.
8. Have the right to access the Company's records and documents stored at its headquarters, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents on the Company's management, operation, and business activities.
10. Other rights and duties as prescribed by law and this charter.

#### **Article 40. Meetings of the Board of Supervisor**

1. The Board of Supervisor must meet at least twice a year, with at least two-thirds of the members attending the meeting. The minutes of the Board of Supervisor meeting must be recorded in detail and clearly. The person taking the minutes, and the attending members of the Board of Supervisor must sign the meeting minutes. The minutes of the meetings of the Board of Supervisor must be kept to identify the responsibility of each member of the Board of Supervisor.
2. The Board of Supervisor has the right to request members of the Board of Directors, the CEO, and the representatives of the approved auditing organization to attend and answer any questions that need clarification.

#### **Article 41. Salary, Remuneration, Bonuses, and Other Benefits for Members of the Board of Supervisor**

1. Members of the Board of Supervisor are entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisor.
2. Members of the Board of Supervisor are entitled to reimbursement for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total

remuneration and expenses shall not exceed the approved annual operating budget of the Board of Supervisor, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisor shall be included in the company's business expenses in accordance with the laws on corporate income tax and other relevant legal regulations and must be reported separately in the company's annual financial statements.

## **X. MEMBERS' RESPONSIBILITIES OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISOR, CEO AND OTHER EXECUTIVES' MANAGERS**

### **Article 42. Responsibility for Care**

Members of the Board of Directors, members of the Board of Supervisor, the CEO, and other Executives Managers are responsible for performing their duties, including those as members of the sub-committees of the Board of Directors, with honesty and caution for the benefit of the Company.

### **Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisor, the CEO, and other Executives Managers must disclose any related interests as prescribed by the Enterprise Law and other relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisor, the CEO, other Executives Managers and their related persons 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 Board of Supervisor, the CEO, and other Executives Managers are required to notify the Board of Directors and the Board of Supervisor in writing about transactions between the Company, its subsidiaries, or other companies controlled by the Company with more than 50% of its charter capital, and the same individuals or their related persons as prescribed by law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose the resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit that member or their related persons as prescribed by the Enterprise Law and the Charter.

5. Members of the Board of Directors, members of the Board of Supervisor, the CEO, other Executives Managers and their related persons shall not use or disclose any internal information for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisor, the CEO, other Executives Managers and individuals or organizations related to them are not voided in the following cases:

a) For transactions with a value less than or equal to 20% of the total assets recognized in the latest financial report, the key terms of the contract or transaction, and the relationships and interests of the members of the Board of Directors, members of the Board of Supervisor, the General Director, other managers have been reported to the Board of Directors and approved by the majority vote of the Board members who do not have related interests;

b) For transactions with a value greater than 20% or transactions that, within 12 months from the first transaction, lead to a transaction value of 30% or more of the total assets recognized in the latest financial report, the key terms of the transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisor, the General Director, and other managers have been disclosed to the shareholders and approved by the General Meeting of Shareholders.

#### **Article 44. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisor, the CEO, and other Executives Managers who violate the duty of honesty and care, fail to perform their duties with diligence and professional competence, shall be liable for the damages caused by their violation.

2. The Company shall indemnify those who have, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative matters, and non-claims filed by the Company) if the person has been or is a member of the Board of Directors, members of the Board of Supervisor, the CEO, Executives Managers, employees, or representatives authorized by the Company, or has acted upon the Company's request as a member of the Board of Directors, business executive, employee, or authorized representative of the Company, provided that the person has acted in good faith, with caution, and due diligence for the benefit of the Company or not contrary to the Company's interest, in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments arising (including attorney's fees) when resolving these matters within the legal framework allowed. The Company may purchase insurance for these individuals to mitigate the above-mentioned liability for compensation.

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

#### **Article 45. Rights to investigate books and records**

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

a) Common shareholders have the right to examine, inspect, and extract information about their name and contact address in the list of voting shareholders; request the correction of inaccurate information about themselves; review, inspect, extract, or make copies of the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total common shares have the right to examine, inspect, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports from the Board of Supervisor, contracts, transactions that must be approved by the Board of Directors, and other documents, except those related to the company's trade secrets and business confidentiality.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect the books and records, a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of this power of attorney, must be provided.

3. Members of the Board of Directors, members of the Board of Supervisor, the CEO, and other Executives Managers have the right to inspect the company's shareholder register, shareholder lists, and other books and records of the company for purposes related to their position, provided that such information is kept confidential.

4. The company must keep the Charter and amendments and supplements to the Charter, the business registration certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, reports from the Board of Supervisor, annual financial statements, accounting records, and other documents required by law at its headquarters or at another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The company's Charter must be published on the company's website.

## **XII. EMPLOYEES AND COMPANY UNION**

### **Article 46. Employees and company union –**

1. The CEO must prepare a plan for the Board of Directors' approval regarding matters related to recruitment, employee termination, salary, social insurance, benefits, rewards, and discipline for employees and business executives.

2. The CEO must prepare a plan for the Board of Directors' approval regarding the Company's relationship with company union organizations based on best practices, standards, and policies outlined in the charter, the Company's internal regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Shareholders' Meeting will decide the annual dividend rate and the form of dividend payment from the Company's retained profits.

2. The Company will not pay interest on dividend payments, or any amounts related to a particular class of shares.

3. The Board of Directors may propose to the General Shareholders' Meeting to approve the payment of all or part of the dividend in the form of shares, and the Board of Directors is responsible for implementing this decision.

4. If dividends or other payments related to a particular class of shares are paid in cash, the Company must pay in Vietnamese Dong (VND). Payments can be made directly or via banks based on bank details provided by the shareholders. If the Company transfers the money according to the bank details provided by the shareholder but the shareholder does not receive the payment, the Company will not be responsible for the amount it transferred to the shareholder. Dividend payments for shares listed or registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository Center.

5. Based on the Law on Enterprises and the Securities Law, the Board of Directors will pass a resolution determining a specific date to close the shareholder list. Based on this date, individuals

registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, notifications, or other documents.

6. Other issues related to profit distribution will be carried out in accordance with the law.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME**

##### **Article 48. Bank Accounts**

1. The Company will open bank accounts at banks in Vietnam or foreign bank branches permitted to operate in Vietnam.

2. With prior approval from the competent authorities, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.

3. The Company will conduct all payments and accounting transactions through its accounts in VND or foreign currency at the banks where the Company holds accounts.

##### **Article 49. Fiscal Year**

The Company's financial year starts on the first day of January each year and ends on the 31st of December. The first financial year starts from the date of issuance of the business registration certificate and ends on the 31st of December.

##### **Article 50. Accounting Regime**

1. The accounting regime used by the Company is either the corporate accounting regime or a specialized accounting regime issued and approved by the competent authorities.

2. The Company will maintain its accounting records in Vietnamese and store accounting files in accordance with accounting laws and related legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the currency in accounting. If the Company primarily conducts its economic transactions in a foreign currency, it may choose that foreign currency as the accounting currency. The Company is responsible for this choice under the law and must notify the tax authority of the currency choice.

#### **XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES**

##### **Article 51. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, and these statements must be audited according to legal regulations. The Company shall publicly disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the corporate accounting laws. The annual financial statements must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and disclose semi-annual reviewed financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent authorities.

### **Article 52. Annual Report**

The Company must prepare and disclose an annual report according to the regulations of securities and the securities market laws.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

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

2. The audit report shall be attached to the Company's annual financial statement.

3. The independent auditor performing the audit of the Company's financial statements shall attend the General Shareholders' Meeting and have the right to receive notifications and other related information about the meeting, as well as to express opinions on matters related to the audit of the Company's financial statements.

## **XVII. SEAL**

### **Article 54. Seal**

1. The seal includes the seal made at a seal engraving facility or the digital signature seal as prescribed by the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the Company's seal, as well as the seal of the branch or representative office (if any).

The Board of Directors and the CEO (General Director) use and manage the seal in accordance with current legal regulations.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the Company**

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

- a) The end of the operating term stated in the Company Charter without an extension decision;
- b) By resolution or decision of the General Shareholders' Meeting;
- c) The revocation of the Business Registration Certificate, except when the Tax Administration Law specifies otherwise;
- d) Other cases as prescribed by law.

2. The dissolution of the Company before the term (including extended term) is decided by the General Shareholders' Meeting and executed by the Board of Directors. This dissolution decision must be communicated or approved by the competent authorities (if required) as per the law.

### **Article 56. Extension of Operation**

1. The Board of Directors must convene a General Shareholders' Meeting at least seven (07) months before the end of the operating term to allow shareholders to vote on the extension of the Company's operations based on the Board's proposal.



2. The operating term is extended when 65% or more of the total votes of shareholders with voting rights present, either directly or through authorized representatives, at the General Shareholders' Meeting approve the extension.

#### **Article 57. Liquidation**

1. At least six (06) months before the end of the Company's operating term or after the dissolution decision is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Shareholders' Meeting, and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operating regulations. Committee members can be chosen from the Company's employees or independent experts. All liquidation-related costs are prioritized for payment before any other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority the date of establishment and the start of its activities. From that point, the Liquidation Committee represents the Company in all matters related to liquidation before the Court and other administrative authorities.

3. The proceeds from the liquidation are distributed in the following order:

- a) Liquidation costs;
- b) Salaries, severance pay, social insurance, and other employee benefits as per the collective labor agreement and signed employment contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining balance after settling all debts from (a) to (d) above shall be distributed to shareholders. Preferred shares are paid first.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 58. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Company's operations, the rights and obligations of shareholders as per the Corporate Law, other legal provisions, or the company charter, the parties involved shall attempt to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall lead the dispute resolution and require each party to present related information within 30 working days from the dispute's inception. If the dispute involves the Board of Directors or the Chairman, any party may request the Board of Supervisor to appoint an independent expert as a mediator during the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks of starting the mediation process, or if the mediation decision is not accepted by the parties, any party may submit the dispute to Economic Arbitration or the Economic Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. Court-related expenses will be settled according to the Court's ruling.

## XX. AMENDMENT AND SUPPLEMENT TO COMPANY CHARTER

### Article 59. Company charter

1. Any amendment or supplement to the company charter must be considered and decided by the General Shareholders' Meeting.

2. In case there are legal provisions related to the Company's operations that are not addressed in the company charter, or if there are new legal provisions that differ from the clauses in these Articles, such legal provisions shall automatically apply and govern the Company's operations.

## XXI. EFFECTIVE DATE

### Article 60. Effective Date

1. The company charter, consisting of 21 chapters and 60 articles, were approved by the General Shareholders' Meeting of Quang Binh Import-Export Joint Stock Company on .....and are fully effective.

2. The company charter are made in 04 (four) copies, all equal value, and must be kept at the Company's headquarters.

3. The company charter are the official and sole Articles of the Company.

4. Copies or extracts of the company charter are valid when signed by the Chairman of the Board of Directors or at least half (1/2) of the Board of Directors members.

LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF DIRECTORS

TRAN THI YEN CHI

**APPENDIX 01**  
**LIST OF FOUNDING SHAREHOLDERS**

No	Shareholder's name	Place of permanent residence for individuals or registered headquarters address for organizations	Type of shares	Number of shares	Share value (million VND)	Shareholding percentage (%)	ID card number	Notes
1	Nguyen Thanh Binh	Team 2, Tan Duong Commune, Thuy Nguyen District, Hai Phong City	Common	80,000	800	80	031177142	
2	Nguyen Thi Thanh Huong	44 Minh Khai, Hoang Van Thu Ward, Hong Bang District, Hai Phong City.	Common	10,000	100	10	031008939	
3	Nguyen Van Thanh	184, 2nd floor, Le Loi, Le Loi Ward, Ngo Quyen District, Hai Phong City.	Common	10,000	100	10	031145254	



No. .... /2026/NQ-ĐHĐCĐ

Hai Phong, date ..... month ..... 2026

**RESOLUTION (Draft)**  
**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**QUANG BINH IMPORT AND EXPORT JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises and its guiding documents;
- Pursuant to the Charter on Organization and Operation of Quang Binh Import and Export Joint Stock Company;
- Pursuant to the Meeting minutes of the 2026 Annual General Meeting of Shareholders No. .... /2026/BB-ĐHĐCĐ dated April 28<sup>th</sup>, 2026.

**RESOLUTION**

**Article 1. The Annual General Meeting of Shareholders approved the following contents:**

1. Approval of the 2025 Income statement and 2026 Orientations.
2. Approval of the Report on The Activities of the Board of Directors.
3. Approval of Report on Assessment of Independent Members of the Board of Directors on the performance of the Board of Directors.
4. Approval of Report on The Activities of the Board of Supervisors.
5. Approval of the 2025 Financial Statements audited by International auditing and Valuation company limited (IAV).
6. Approval of remuneration payment for the Board of Directors and Board of Supervisors in 2025 and plan for 2026

**Remuneration for the Board of Directors and Board of Supervisors in 2025:**

No	Title	Expected payment according to the Resolution of the AGM 2025 (VND/person/month)	Approval settlement (VND/1 person/1 month)
1	Chairman of the Board of Directors	8.000.000	7.200.000
2	Member of the Board of Directors	6.000.000	5.400.000
3	Head of the Board of Supervisors	6.000.000	5.400.000
4	Member of the Board of Supervisors	4.000.000	3.600.000

**Remuneration of the Board of Directors and Board of Supervisors in 2026:**

No	Title	Remuneration (VND/1 person/1 month)
1	Chairman of the Board of Directors	8.000.000
2	Member of the Board of Directors	6.000.000
3	Head of the Board of Supervisors	6.000.000
4	Member of the Board of Supervisors	4.000.000

The remuneration of the Board of Directors and the Board of Supervisors is allowed by the General Meeting of Shareholders to be accounted for in the Company's operating expenses when incurred.

7. Approval of the 2025 Business Performance Results and Profit Distribution Plan as follows:

**7.1. Production and Business Performance Results (based on audited financial statements)**

(Unit: VND)

- Net revenue	
- Retained earnings from the previous year (1):	-401.713.233.781
- Net profit after tax for the year 2025:	
+ Net profit after tax of the parent company (2):	-78.365.108.636
+ Net profit after tax of non-controlling interests (3)	0
- Cumulative net profit after tax until 2025 (4)=(1)+(2):	-480.078.342.417

**7.2. Profit distribution plan:** Expected to submit to the annual general meeting of shareholders the profit distribution plan as follows (Unit: VND)

- Provision for reward and welfare fund:	0
- Provision for development investment fund:	0
- Dividends:	0
- Undistributed net profit after tax remaining:	-480.078.342.417

8. Approval of the 2025 Business Plan as follows:

No	Indicators	Unit	2025 Implementation	2026 Plan
1	Charter capital	Billion VND	693	693
2	Net revenue	Billion VND	0,15	50-100
3	Profit before tax	Billion VND	(78.365)	0,4-0,8
4	Corporate income tax	Billion VND	0	0,08-0,16
5	Net profit after tax	Billion VND	(78.365)	0,32-0,64
6	Provision for reserves		0	0
7	Expected dividend payout ratio	%	0	0

9. Approval of the list of independent auditing companies to audit the 2026 Financial Statements:

The General Meeting of Shareholders approved the list of auditing companies and authorized the Board of Directors to decide to select one of the following companies as the auditing unit for the 2026 fiscal year of Quang Binh Import and Export Joint Stock Company.

1. KPMG LIMITED COMPANY (KPMG)
2. AASC AUDITING FIRM COMPANY LIMITED (AASC)
3. A&C AUDITING AND CONSULTING COMPANY LIMITED (A&C)
4. MOORE AISC AUDITING AND INFORMATICS SERVICES COMPANY LIMITED (MOORE AISC)
5. PWC (VIETNAM) LIMITED (PWC)
6. GRANT THORNTON (VIETNAM) LIMITED (GT)
7. AAC AUDITING AND ACCOUNTING COMPANY LIMITED (AAC)
8. SOUTHERN AUDITING AND ACCOUNTING FINANCIAL CONSULTING SERVICES COMPANY LIMITED (AASCS)
9. PKF-TTG AUDITING AND ADVISORY COMPANY LIMITED (PKF-TTG)
10. RSM VIETNAM AUDITING & CONSULTING COMPANY LIMITED (RSM)
11. VIET NAM AUDITING & EVALUATION COMPANY LIMITED (VAE)
12. BDO AUDIT SERVICES COMPANY LIMITED (BDO)

13. DELOITTE VIETNAM AUDIT COMPANY LIMITED (DELOITTE)
14. VIETVALUES ASSURANCE AND CONSULTING COMPANY LIMITED (VIETVALUES)
15. INTERNATIONAL AUDITING COMPANY LIMITED (ICPA)
16. ERNST & YOUNG VIET NAM LIMITED (E&Y)
17. UHY AUDITING AND CONSULTING COMPANY LIMITED (UHY)
18. NHAN TAM VIET AUDITING COMPANY LIMITED (NTV)
19. AFC VIETNAM AUDITING COMPANY LIMITED (AFC)
20. VACO AUDITING COMPANY LIMITED (VACO)
21. ECOVIS AFA VIETNAM AUDITING - APPRAISAL AND CONSULTING COMPANY LIMITED (ECOVIS AFA)
22. ASCO FIRM AUDITING AND VALUATION COMPANY LIMITED (ASCO)
23. NVA AUDITING COMPANY LIMITED (NVA)
24. AN VIET AUDITING COMPANY LIMITED (AN VIET)
25. INTERNATIONAL AUDITING AND VALUATION COMPANY LIMITED (IAV)
26. VIET NAM AUDITING AND VALUATION COMPANY LIMITED (AVA)
27. CPA VIETNAM AUDITING COMPANY LIMITED (CPA VN)
28. FAC AUDITING COMPANY LIMITED (FAC)

**10. Approval of amendments to the Internal Regulations on Corporate Governance**

Regarding the changes in regulations on the reorganization of commune-level administrative units in Hai Phong City in 2025 as stipulated in Resolution No. 1669/NQ-UBTVQH15 dated June 16th, 2025, of the Standing Committee of the National Assembly, the Board of Directors has reviewed and re-examined the Company's current Charter. Therefore, the Board of Directors finds that the Company's Charter needs to be amended and supplemented with "**Article 2: Name, form, headquarters, branches, representative offices and operating period of the Company**"

Article	Contents of current Charter	Content of amendments and supplements
Clause 3 – Article 2	3. The registered headquarters of the Company is: - Address: No. 23, Lot 01, Area 97 Bach Dang, Thuong Ly, Hong Bang, Hai Phong	3. The registered headquarters of the Company is: - Address: No. 23, Lot 01, Area 97 Bach Dang, Hong Bang, Hai Phong

Assign the Chairman of the Board of Directors to sign and issue the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders.

**Article 2. Terms and conditions**

The contents of this Resolution were approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders in 2026 on date ... month ... year 2026.

The members of the Board of Directors, General Director, Deputy General Director and relevant departments of the Company are responsible for implementing this Resolution.

**Recipients:**

- The BOD;
- The BOS;
- The BOM;
- Shareholders;
- Filed at the Office.

**O/B GENERAL MEETING OF SHAREHOLDERS  
CHAIRPERSON OF BOARD OF DIRECTORS**

**TRAN THI YEN CHI**



QUANG BINH IMPORT AND EXPORT JSC  
2026 GENERAL MEETING OF SHAREHOLDERS

## VOTING BALLOT



Shareholders attending General Meeting:	
Shareholder Code:	
Number of Voting Shares:	

Voting on issues of the shareholders' meeting:

No	Voting issue	Shareholders' opinion		
		Agree	Disagree	Abstain
1	Report on Business Performance Results in 2025 and 2026 Orientations			
2	Report on the Activities of the Board of Directors			
3	Report on Assessment of Independent Members of the Board of Directors on the performance of the Board of Directors			
4	Report on the activities of the Supervisory Board in 2025 and the plan of activities for 2026.			
5	Proposal for Approval of the 2025 Audited Financial Statements			
6	Proposal for Business Performance Results and Profit Distribution Plan for 2025			
7	Proposal for Approval of the 2025 remuneration payment of the Board of Directors and the Board of Supervisors and the 2026 planned remuneration payment of the Board of Directors and the Board of Supervisors			
8	Proposal for Approval Business plan for 2026			
9	Proposal for Approval of the list of independent auditing firms to audit the 2026 financial statements.			
10	Proposal for Amendment and supplementation of the Charter of Quang Binh Import and Export Joint Stock Company			

SHAREHOLDER/ SHAREHOLDER REPRESENTATIVE  
(Signature, Full Name)