



## VIET TRI CHEMICAL JOINT STOCK COMPANY

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### AGENDA

#### THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Time:** 08:00 a.m, June 16, 2026

**Venue:** Viet Tri Chemical Joint Stock Company’s Hall – Song Thao Street, Thanh Mieu Ward, Phu Tho Province

Time	Content	Notes
8h00-8h30	Registration of delegates and verification of shareholders' eligibility	
	Opening remarks and declaration of reasons for convening the Meeting	
	Report of the Shareholder Eligibility Verification Committee	
	Introduction of the Chairperson of the Meeting by the Organizing Committee	
	The Chairperson presents and the General Meeting of Shareholders approves: <ul style="list-style-type: none"> <li>- Rules of Organization of the Meeting;</li> <li>- Meeting Agenda;</li> <li>- Secretary of the Meeting;</li> <li>- Vote Counting Committee.</li> </ul>	
8h30-10h00	Report on production and business performance and capital construction investment in 2025; objectives and tasks for 2026	
	Audited Financial Statements for 2025	
	Report on the activities of the Board of Directors in 2025 and operational orientation for 2026	
	Report on the activities of the Supervisory Board	
	Proposal on the selection of the auditing firm for the 2026 Financial Statements	
	Report on remuneration of the Board of Directors and the Supervisory Board in 2025 and proposed remuneration for 2026	
	Proposal on the 2025 profit distribution plan and the 2026 profit and dividend plan	
	Proposal on amendments and supplements to the Company's business lines	
	Proposal on amendments and supplements to the Charter on Organization and Operation of the Company, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors	

Time	Content	Notes
	Proposal on the dismissal and election of additional members of the Board of Directors and the Supervisory Board for the 2024–2029 term	
	Discussion and responses to shareholders' questions	
	Voting on reports and proposals	
10h00-10h15	Break	
	Announcement of voting results	
10h15-11h00	Announcement of the list of candidates for election of additional members of the Board of Directors and the Supervisory Board for the 2024–2029 term and presentation of candidates' profiles	
	Election Rules for the election of additional members of the Board of Directors and the Supervisory Board for the 2024–2029 term	
	Discussion of presented matters	
	Election of additional members of the Board of Directors and the Supervisory Board	
	Vote counting and announcement of election results	
	Break <i>Meeting of the Board of Directors for the 2024–2029 term to elect the Chairman of the Board of Directors</i>	
	Introduction of newly elected members of the Board of Directors and the Supervisory Board to the General Meeting of Shareholders Farewell to dismissed members of the Board of Directors and the Supervisory Board	
	Adoption of the Minutes and Resolution of the General Meeting of Shareholders	
	Closing of the Meeting	

## **REGULATIONS**

### **On the Organization of the 2026 Annual General Meeting of Shareholders Viet Tri Chemical Joint Stock Company**

#### **Chapter I. GENERAL PROVISIONS**

##### **Article 1. Scope of application**

These Regulations set forth the conditions for organizing the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the “Meeting”) of Viet Tri Chemical Joint Stock Company; the rights and obligations of the parties involved in the Meeting; and the procedures for conducting the Meeting.

##### **Article 2. Subject of application**

All shareholders and participants in the 2026 Annual General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company shall be responsible for complying with the provisions set forth in these Regulations.

#### **Chapter II. RIGHTS AND OBLIGATIONS OF PARTICIPANTS**

##### **Article 3. Conditions for attending the Meeting**

All shareholders of Viet Tri Chemical Joint Stock Company listed on the shareholder register as of May 19, 2026, or their duly authorized representatives, are eligible to attend the Meeting.

##### **Article 4. Rights and obligations of shareholders attending the Meeting**

###### **1. Rights of shareholders:**

- To vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Company’s Charter;
- To authorize, in writing, a representative to attend and vote at the Meeting on their behalf;
- The Meeting Organizing Committee shall publish the agenda of the Meeting; all eligible shareholders may express their opinions directly or via authorized representatives, and all opinions shall be discussed at the Meeting;
- Upon arrival, each shareholder or authorized representative shall submit their Meeting Confirmation and Power of Attorney (if any) to the Shareholder Eligibility Verification Committee and receive a Voting Ballot (indicating shareholder order number and number of voting shares). The number of votes

granted to each shareholder/proxy shall correspond to the number of voting shares held or represented by such shareholder/proxy in proportion to the total voting shares of participants.

- Shareholders or their representatives shall participate in discussions and voting on each item after the reports have been presented;

- Shareholders or authorized representatives arriving after the Meeting has commenced may still register and vote from the time of registration onward. In such cases, previous voting results remain valid.

## 2. Obligations of shareholders:

- Shareholders and their representatives must complete registration procedures with the Meeting Organizing Committee;

- To strictly adhere to the Meeting's internal rules and respect the resolutions adopted.

### **Article 5. Rights and obligations of the Shareholder Eligibility Verification Committee**

- The Shareholder Eligibility Verification Committee is nominated by the Board of Directors;

- Responsibilities include:

- + To verify the eligibility of shareholders or their authorized representatives;

- + To distribute materials to eligible participants;

- + To report the verification results to the Meeting at the following times:

- ✓ Before the Meeting opens;

- ✓ Before each vote if changes occur in the number of registered shareholders (e.g., late arrivals).

### **Article 6. Rights and obligations of the Chairperson and Secretary of the Meeting**

#### 1. Chairperson

- The Chairperson or the Presidium includes the Chairperson and other members.

- Responsibilities:

- + To direct the Meeting in accordance with the agenda approved by the General Meeting of Shareholders;

- + To guide shareholders/representatives in discussing the contents of the agenda;

- + To present drafts and conclusions of proposals for voting;

- + To respond to matters raised by the Meeting;
- + To resolve any arising issues during the Meeting.

## 2. The Secretary of the Meeting

- The Chairperson appoints one or several persons as Secretaries;
- Responsibilities:
  - + To accurately and fully record the Meeting proceedings;
  - + To collect the request to speak forms from shareholders/representatives;
  - + To prepare the Meeting Minutes and Resolutions;
  - + To assist the Chairperson in disclosing information related to the Meeting and notifying shareholders in accordance with the law and the Company Charter;
  - + To perform other tasks as requested by the Chairperson.

### **Article 7. Rights and obligations of the Vote Counting Committee**

- The General Meeting shall elect one or more members to the Vote Counting Committee upon the Chairperson's proposal;
- Responsibilities
  - + To disseminate the principles, rules, and instructions for voting/election;
  - + To review and report to the Meeting any violations or complaints regarding voting results;
  - + To count and record votes, prepare vote-counting minutes, announce the results, and submit the minutes to the Chairperson.

## **Chapter III. PROCEDURES FOR CONDUCTING THE MEETING**

### **Article 8. Conditions for holding the Meeting**

The Meeting shall be conducted when shareholders or their authorized representatives attending the Meeting represent more than 50% of the total voting shares.

### **Article 9. Manner of conducting the Meeting**

- The Meeting is expected to be held within one working session.
- The Meeting shall proceed with discussions and approvals in the order set forth in Agenda.

### **Article 10. Approval of Resolutions of the Meeting**

1. A resolution on the following matters shall be passed if it is approved by at least 65% of the total voting shares of all shareholders attending and voting

at the General Meeting, except for cases stipulated in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

- a) Types and total number of shares for each class;
- b) Changes in business lines and sectors;
- c) Changes in the organizational structure of the Company;
- d) Investment projects or sales of asset valued at 35% or more of the Company's total assets as recorded in the most recent financial statement;
- đ) Reorganization or dissolution of the Company.

2. A resolution shall be passed when it is approved by more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. A resolution approved by 100% of the total voting shares shall be deemed lawful and effective, even if the procedures for convening and passing such resolution violate the provisions of the Law on Enterprises and the Company's Charter.

#### **Article 11. Voting Method**

1. Voting by Voting Card: When voting by raising the Voting Card, the front side of the card must face the Chairperson/Presiding Panel. If a shareholder/authorized representative does not raise the Voting Card in any of the three rounds (For, Against, Abstain), it shall be deemed as a vote For. If the shareholder/authorized representative raises the Voting Card more than once in the same voting round, the vote shall be considered invalid. Members of the Shareholder Eligibility Verification Committee or the Vote Counting Committee shall record the shareholder's code and the corresponding number of votes for each option: For, Against, Abstain, or Invalid.

2. Voting by Ballot Paper: Shareholders/their authorized representatives shall mark "X" or "√" on one of the three pre-printed options "Agree", "Disagree", or "No opinion" for each item on the Ballot Paper. Once completed, the signed Ballot Paper with full name shall be submitted into the sealed ballot box as instructed by the Vote Counting Committee.

#### **Article 12. Voting Methods**

1. Cumulative Voting Method:

- Each shareholder/proxy has a total number of votes equal to the number of shares they own or represent multiplied by the number of members to be elected.

- Shareholders/proxies may allocate all their votes to one or several candidates.

- In case additional candidates are nominated on the day of the General Meeting and approved by the General Meeting of Shareholders, shareholders/proxies may contact the Vote Counting Committee to request a new ballot and return the previous one before casting their vote.

- In case of marking errors, shareholders/proxies must contact the Vote Counting Committee to request a new ballot and return the old one.

- Voting instructions:

- + Vote for no more than the number of members to be elected.;

- + To cumulatively allocate all votes to one or more candidates, mark the box “Cumulative Voting” corresponding to the selected candidates.;

- + To allocate unequal votes among candidates, write the specific number of votes in the “Number of Votes” box next to each candidate’s name.

- Election results determination:

- + Candidates with the highest number of votes shall be elected until the required number of members is reached.

- + If two (02) or more candidates have the same number of votes for the last elected position, a re-vote shall be conducted among those candidates.

- + If the first voting round does not result in sufficient elected members, further voting rounds shall be held until the required number is met.

## 2. Direct Voting Method:

In case the number of candidates is less than or equal to the number of members to be elected to the Board of Directors or the Supervisory Board, voting may be conducted by either the cumulative voting method as prescribed above or by direct voting with the following options: “Agree”, “Disagree”, or “No opinion”.

### **Article 13. Meeting Minutes and Resolutions**

- The contents of the General Meeting are recorded in minutes, for which the Chairperson and Secretary are responsible for accuracy and integrity.

- Based on the Minutes, the Chairperson issues Resolutions on the approved matters.

- The Meeting Minutes and Resolutions must be approved before the conclusion of the Meeting and sent to shareholders within fifteen (15) days or published on the Company’s website.

**Article 14. Enforcement**

- This Regulation consists of 14 articles and takes effect upon approval by the General Meeting of Shareholders.

- Any amendments must be proposed by the Board of Directors and approved by the General Meeting./.

**Recipients:**

- Shareholders;
- Filing: Archives, Company Secretary.

**ON BE HALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON OF THE MEETING**



**Le Hoang**

No: 05/QĐ-HĐQT

*Phu Tho, June 05, 2026*

**DECISION**

**Regarding the Establishment of the Shareholder Eligibility Verification  
Committee for the 2026 Annual General Meeting of Shareholders**

**BOARD OF DIRECTORS OF VIET TRI CHEMICAL  
JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its relevant guiding documents;*

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to Resolution No. 20/NQ-HĐQT dated June 05, 2026 of the Board of Directors approving the documents to be submitted to the 2026 Annual General Meeting of Shareholders.*

**DECISION:**

**Article 1.** To establish the Shareholder Eligibility Verification Committee for the 2026 Annual General Meeting of Shareholders (the "Meeting") of Viet Tri Chemical Joint Stock Company, consisting of the following members:

1. Ms. Trieu Thi Ngoc Giang – Human Resources Director: Head of the Committee;
2. Ms. Nguyen Thu Huong – Company Secretary: Member;
3. Mr. Hoang Thanh Tam – Staff, General Administration Department: Member;
4. Ms. Nguyen Thi Thanh Hien – Staff, General Administration Department: Member;
5. Ms. Bui Thi Thuy Hang – Staff, General Administration Department: Member;

**Article 2.** The Shareholder Eligibility Verification Committee is responsible for verifying the eligibility of shareholders attending the Meeting in accordance with the laws, the Company's Charter, and internal regulations.

**Article 3.** This Decision takes effect from the date of signing. Members of the Board of Directors, the General Director, and the individuals named in Article 1 are responsible for the implementation of this Decision./.

**Recipients:**

- As above;
- Filing: Archives, Company Secretary.

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



**Le Hoang**

No: 14/TTr-HĐQT

*Phu Tho, June 05, 2026*

**PROPOSAL**

**Regarding the Approval of the Presidium, Secretary, and Vote Counting  
Committee for the 2026 Annual General Meeting of Shareholders**

To: The General Meeting of Shareholders

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its relevant guiding documents;*

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to Resolution No. 20/NQ-HĐQT dated June 05, 2026 of the Board of Directors approving the documents to be submitted to the 2026 Annual General Meeting of Shareholders.*

The Board of Directors of Viet Tri Chemical Joint Stock Company hereby submits, for the consideration and approval of the General Meeting of Shareholders, the proposed list of the Presidium, the Meeting Secretary, and the Vote Counting Committee for the 2026 Annual General Meeting of Shareholders, as detailed below:

**1. Presidium:**

- Mr. Le Hoang – Chairman of the Board of Directors;
- Mr. Van Dinh Hoan – Member of the Board of Directors, General Director.

**2. Meeting Secretary:**

Ms. Nguyen Thu Huong – Corporate Secretary.

**3. Vote Counting Committee:**

- Mr. Nguyen Xuan Thao – Technical Director: Head of the Committee;
- Ms. Trieu Thi Ngoc Giang – Human Resources Director: Member;
- Ms. Nguyen Thi Thanh Hien – Staff, General Administration Department: Member;
- Ms. Bui Thi Thuy Hang – Staff, General Administration Department: Member.

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

**Recipients:**

- As above;
- Filing: Archives, Company Secretary.



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



**Le Hoang**



No: 15/BC-HCVT

*Phu Tho, June 05, 2026*

Re: Report on Production and  
Business Performance and Capital  
Construction Investment in 2026;  
Objectives and Tasks for 2026

To: The General Meeting of Shareholders

Viet Tri Chemical Joint Stock Company hereby presents its report on production and business performance and capital construction investment in 2025, as well as its objectives and tasks for 2026, as follows:

## **I. Production and Business Performance and Capital Construction Investment in 2025**

### **1. Advantages and challenges**

#### **1.1. Advantages:**

In 2025, Vietnam's basic chemical industry continued to maintain a positive recovery momentum, building upon the growth drivers established in the first half of the year. A stable macroeconomic environment, favorable economic growth, controlled inflation, and stable interest rates provided a solid foundation for business operations. Key industries such as textiles and paper entered their peak production season to fulfill year-end orders, resulting in strong demand for essential chemical products, including caustic soda, sodium hypochlorite (Javen), and polyaluminium chloride (PAC).

In addition, the Government's continued acceleration of public investment disbursement, particularly for environmental protection and water supply infrastructure projects, generated additional demand for specialty chemicals. These factors contributed to strengthening the industry's growth momentum and supported the Company's business performance during the latter part of the year.

#### **1.2. Challenges:**

During 2025, the Company faced several challenges that affected its business performance. Aluminum powder prices increased by approximately 16% compared with the fourth quarter of 2024, while domestic supply remained

insufficient, resulting in higher production costs and operational imbalances between caustic soda and chlorine-based products.

The 4.8% increase in electricity prices from 10 May 2025 also placed significant pressure on production costs, as electricity accounts for a substantial proportion of the manufacturing cost of chemical products.

The commercial operation of the Vi-CHLORINE product increased depreciation and selling expenses, while weak demand from the aquaculture sector and intense market competition adversely affected product consumption.

In addition, the HCl market in Northern Vietnam approached saturation, requiring sales to more distant markets at lower margins. Competitive pressure also intensified due to increasing imports of caustic soda from China at competitive prices, forcing the Company to reduce selling prices in order to maintain market share, thereby negatively affecting revenue and profitability.

## **2. Operating results in 2025**

- Industrial production value (at current prices): VND 1,422.4 billion, equivalent to 106.1% of the 2024 figure and 86.6% of the 2025 plan;

- Total revenue: VND 1,816.4 billion, equivalent to 112.4% of the 2024 figure and 99.4% of the 2025 plan;

- Profit before tax: VND 123.8 billion, equivalent to 116.8% of the 2024 figure and 121.4% of the 2025 plan.

## **3. Capital Construction Investment in 2025**

In 2025, the Company implemented capital construction investment projects with a total value of VND 13.225 billion, achieving 98% of the investment plan approved by the General Meeting of Shareholders (VND 13.563 billion), including:

- A project carried forward from 2024: the investment in standalone equipment for the 17% PAC solution production reactor, with completed investment value of VND 12.815 billion;

- A new investment project: a Lamella sedimentation system for water treatment, with an investment value of VND 0.410 billion.

## **II. Strategic Solutions and Operational Targets for the 2026 Business Plan**

### **1. Market outlook**

In 2026, ongoing trade tensions among major economies and geopolitical conflicts are expected to continue affecting raw material prices, energy costs, logistics expenses, and the supply-demand balance of basic chemical products.

For liquid caustic soda, regional supply is expected to remain abundant while demand from major consuming industries grows slowly, resulting in continued pressure on selling prices and business performance.

The domestic HCl market is expected to become more competitive following the market entry of hydrochloric acid products from Lam Thao Superphosphate and Chemicals Joint Stock Company in May 2026, adding new supply and increasing pressure on market share and pricing.

In addition, increasingly stringent regulations on environmental protection, chemical safety, and precursor management will require continued investment in environmental management systems and safety monitoring, leading to higher operating costs.

In this context, the Company will continue to focus on improving operational efficiency, strengthening cost control, and proactively adapting to market developments to maintain its competitiveness and business performance.

## **2. Key business plan targets for 2026**

- Industrial production value (at current prices): VND 1,650 billion;
- Total revenue : VND 2.100 billion;
- Net Revenue : VND 1,905 billion ;
- Profit before tax : VND 130 billion;
- Capital construction investment: VND 12.450 billion, comprising seven investment preparation items and no projects carried forward from 2025.

## **3. Implement plan**

To ensure the successful delivery of the 2026 business plan, the Company will focus on the following core solutions:

- *First*, strengthen market analysis and forecasting activities, proactively adjust sales policies in a flexible manner for each market segment and customer group, and enhance pre-sales, sales, and after-sales services to retain existing customers and expand market share;

- *Second*, focus on market development for Vi-CHLORiNE, the Company's strategic product. Increasing the consumption of this product will not only improve business performance but also support the consumption and stabilize the selling prices of other chlorine-based products;

- *Third*, maintain the stable operation of production facilities through regular inspection and maintenance programs, while continuing to optimize

production costs, reduce raw material consumption, negotiate with suppliers to control input costs, and manage inventories efficiently;

- *Fourth*, continue improving labor and remuneration management and encourage technical innovation initiatives to enhance labor productivity and overall business efficiency.

### III. Conclusion

In 2025, Viet Tri Chemical Joint Stock Company made significant efforts to overcome challenges and maintain growth in revenue and profitability amid a volatile business environment. To achieve its 2026 business targets, the Company will continue to implement the above-mentioned solutions in a coordinated manner, promote proactiveness, innovation, and internal solidarity, and strive for sustainable and efficient growth.

***Recipients:***

- The General Meeting of Shareholders;
- Board of Directors;
- Supervisory Board;
- Filing: Archives, Company Secretary.

**ON BE HALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Le Hoang**

No: 16/TTr-HĐQT

*Phu Tho, June 05, 2026*

**PROPOSAL  
Regarding the Approval of the 2025 Audited Financial Statements**

To: The General Meeting of Shareholders.

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Based on the 2025 audited Financial Statements of Viet Tri Chemical Joint Stock Company, audited by AASC Auditing Firm Co., Ltd.,*

The Board of Directors of Viet Tri Chemical Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the audited Financial Statements for the fiscal year 2025, including:

1. Report of the Executive Board.
2. Independent Auditors' Report.
3. Statement of Financial Position as at 31 December 2025.
4. Statement of Income for the fiscal year 2025.
5. Statement of Cash Flows for the fiscal year 2025.
6. Notes to the Financial Statements for the fiscal year 2025.

(A summary of the 2025 Financial Statements is attached herewith).

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

**Recipients:**

- As above;
- BOD members;
- Supervisory Board;
- Filing: Archives, Company Secretary.

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



**Le Hoang**

**FINANCIAL STATEMENTS FOR THE YEAR 2025**  
**(Condensed version)**

**I. STATEMENT OF FINANCIAL POSITION**

Unit: VND

No.	Items	01/01/2025	31/12/2025
<b>I</b>	<b>TOTAL ASSETS</b>	<b>844.727.537.990</b>	<b>841.041.402.738</b>
<b>1</b>	<b>CURRENT ASSETS</b>	<b>389.404.648.377</b>	<b>455.017.923.451</b>
1.1	Cash and cash equivalents	34.088.502.259	48.154.790.543
1.2	Short-term investments	24.500.000.000	16.631.000.000
1.3	Short-term receivables	187.683.257.093	217.376.936.079
1.4	Inventories	136.508.989.699	163.121.765.399
1.5	Other short-term assets	6.623.899.326	9.733.431.430
<b>2</b>	<b>NON-CURRENT ASSETS</b>	<b>455.322.889.613</b>	<b>386.023.479.287</b>
2.1	Fixed assets	440.758.160.176	378.664.227.112
	- <i>Tangible fixed assets</i>	<i>440.399.826.845</i>	<i>378.449.227.109</i>
	- <i>Intangible fixed assets</i>	<i>358.333.331</i>	<i>215.000.003</i>
2.2	Long-term assets in progress	4.573.351.944	4.832.438.194
	- <i>Construction in progress</i>	<i>4.573.351.944</i>	<i>4.832.438.194</i>
2.3	Other long-term assets	9.991.377.493	2.526.813.981
	- <i>Long-term prepaid expenses</i>	<i>9.991.377.493</i>	<i>2.526.813.981</i>
<b>II</b>	<b>TOTAL CAPITAL</b>	<b>844.727.537.990</b>	<b>841.041.402.738</b>
<b>1</b>	<b>LIABILITIES</b>	<b>388.617.910.475</b>	<b>336.144.976.170</b>
1.1	Current liabilities	353.512.830.373	312.726.445.830
1.2	Non-current liabilities	35.105.080.102	23.418.530.340
<b>2</b>	<b>OWNER'S EQUITY</b>	<b>456.109.627.515</b>	<b>504.896.426.568</b>
2.1	Owner's equity	109.880.590.000	274.700.460.000
2.2	Development and investment funds	204.567.404.848	65.170.634.292
2.3	Retained earnings	141.661.632.667	165.025.332.276

## II. STATEMENT OF INCOME

Unit: VND

No.	Items	Year 2024	Year 2025
<b>1</b>	<b>Revenue from sales of goods and</b>	<b>1.611.696.910.235</b>	<b>1.813.678.801.800</b>
2	Revenue deductions	160.764.875.610	210.308.939.181
<b>3</b>	<b>Net revenue from sales of goods and rendering of services</b>	<b>1.450.932.034.625</b>	<b>1.603.369.862.619</b>
4	Cost of goods sold and services rendered	1.159.033.086.662	1.296.527.607.558
<b>5</b>	<b>Gross profit from sales of goods and</b>	<b>291.898.947.963</b>	<b>306.842.255.061</b>
6	Financial income	2.746.129.587	985.083.228
7	Financial expenses	21.811.523.407	9.196.697.826
8	Selling expenses	102.652.820.221	105.269.984.989
9	General and administrative expense	63.695.416.042	69.022.797.091
<b>10</b>	<b>Net profit from operating activities</b>	<b>106.485.317.880</b>	<b>124.337.858.383</b>
11	Other income	2.217.618.350	1.721.364.129
12	Other expense	2.683.970.296	2.216.240.202
<b>13</b>	<b>Other profit</b>	<b>-466.351.946</b>	<b>-494.876.073</b>
<b>14</b>	<b>Total net profit before tax</b>	<b>106.018.965.934</b>	<b>123.842.982.310</b>
15	Corporate income tax	21.275.301.120	25.004.747.776
<b>16</b>	<b>Profit after corporate income tax</b>	<b>84.743.664.814</b>	<b>98.838.234.534</b>
17	Basic earnings per share	2.776	3.238
18	Dividends per share (*)	1.500	1.000

The complete audited financial statements have been published on the following websites:

- State Securities Commission of Vietnam (SS <http://www.ssc.gov.vn>)
- Hanoi Stock Exchange (HNX): <http://www.hnx.vn>
- Viet Tri Chemical Joint Stock Company: <http://www.vitrichem.vn>

**REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS OF  
VIET TRI CHEMICAL JOINT STOCK COMPANY IN 2025  
AND ORIENTATION FOR 2026**

To: The General Meeting of Shareholders

The Board of Directors (BOD) of Viet Tri Chemical Joint Stock Company is pleased to present its report to the Annual General Meeting of Shareholders on the results of its operations in 2025 and the orientations and objectives for 2026, as follows:

**I. RESULTS OF THE BOD'S ACTIVITIES IN 2025**

**1. Performance of the BOD in 2025**

In 2025, the BOD performed its duties with a high sense of responsibility. The BOD's directions closely followed the Resolutions of the General Meeting of Shareholders (GMS) and market dynamics, enabling timely and appropriate decisions.

In accordance with the Law on Enterprises, the Company Charter, and the BOD's operating regulations, the BOD convened eight (08) regular and extraordinary meetings during the year. These meetings focused on key matters, including the implementation of resolutions of the 2025 Annual General Meeting of Shareholders, the development of the 2025 business plan, the consolidation of the Company's management personnel, organizational restructuring and streamlining, and the formulation of the Company's Development Strategy for the period 2026–2030 with a vision to 2040. The resolutions adopted by the Board of Directors provided important strategic direction for the Board of Management in implementing the business targets and objectives approved by the General Meeting of Shareholders.

All meetings were convened and conducted in accordance with regulations, with representatives of the Supervisory Board invited to attend. Resolutions and decisions submitted for approval generally received a high level of consensus among Board members.

For significant matters, relevant departments and professional units were also consulted to provide input and ensure that decisions were grounded, feasible, and effective.

In addition to in-person meetings, the BOD issued Resolutions and Decisions via written consultation to promptly manage and supervise the

Company's activities. In 2025, 30 such documents were issued, strictly adhering to legal provisions.

All Resolutions and Decisions were publicly disclosed in accordance with applicable laws.

## **2. Performance of Individual BOD Members**

The BOD comprised five (05) members in 2025, including three (03) non-executive members.

Specific responsibilities were assigned to each member of the Board of Directors. All members actively participated in meetings and provided full feedback during written consultations, demonstrating strong responsibility. They leveraged their leadership and expertise to prioritize the Company's and shareholders' interests.

All members fulfilled their responsibilities effectively:

The Chairman fulfilled all duties and responsibilities in accordance with the Law on Enterprises, the Company Charter, and the BOD's regulations.

Other members made significant contributions to oversight and strategic management of Company operations.

## **3. Supervision and Evaluation of the Executive Board and Management**

The Board of Directors acknowledges the efforts and responsibility of the Board of Management and the Company's management departments in operating and managing business activities in 2025.

Despite a challenging business environment, the Board of Management closely followed the resolutions of the Board of Directors and the targets approved by the General Meeting of Shareholders, while proactively implementing appropriate measures to maintain stable operations and achieve positive business results.

The Board of Directors recognizes that the Board of Management performed its duties within its authority and in compliance with applicable regulations, the Company's Charter, and internal regulations, ensuring safe, stable, and efficient operations. Timely corrective actions were also taken to address issues arising during the year and minimize their impact on the Company's operations.

In addition, the Board of Management continued to improve labor productivity, working conditions, and employee welfare, thereby contributing to the Company's sustainable development.

## **4. Remuneration and operating expenses of the BOD in 2025**

- BOD remuneration in 2025:

+ BOD Chairman: VND 8 million/person/month

+ Other BOD members: VND 6.5 million/person/month

+ Executive BOD members: Received salaries in accordance with the Company's payroll regulations.

- Operating expenses: In compliance with the BOD's regulations and the Company's internal expenditure policy.

*(Remuneration and salaries are disclosed in the 2025 audited Financial Statements submitted to the GMS)*

## **II. IMPLEMENTATION OF RESOLUTIONS OF THE 2025 ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The BOD promptly directed and supervised the implementation of GMS Resolutions. Key results include:

### **1. Implementation of 2025 business targets**

In 2025, despite favorable macroeconomic conditions, the Company faced a number of challenges, including a sharp decline in selling prices during the first quarter, shortages and rising costs of key raw materials, and intensifying competition in the chemical market.

Through agile management and collective efforts, the Company achieved the following:

- Total revenue: VND 1,816.4 billion – 112.4% of 2024 results, 99,4% of the 2025 target;

- Profit before tax: VND 123.8 billion – 116.8% of 2024 result, 121.4% of the 2025 target.

*(Detailed financial metrics are presented in the Executive Board's Report and the 2025 Audited Financial Statements submitted to the GMS)*

### **2. Investment in 2025**

Investment activities in 2025 were implemented in compliance with applicable regulations. The Company did not undertake any Group A or Group B projects, focusing instead on the replacement and procurement of equipment to support stable operations and enhance product quality.

3. Fund allocations and dividend payments were executed in line with the 2025 GMS Resolutions.

4. The Company completed the share issuance for a share capital increase from equity sources in accordance with the plan approved by the Extraordinary General Meeting of Shareholders under Resolution No. 54/NQ-ĐHĐCĐ dated 21 August 2024 and applicable legal regulations.

## **III. ORIENTATIONS OF BOD ACTIVITIES IN 2026**

In 2026, the domestic and global economic environment is expected to remain challenging, with intense competition in both domestic and imported chemical products. The Board of Directors, together with the Board of

Management, will continue to focus on maintaining stable operations, enhancing competitiveness, and promoting sustainable growth.

The key priorities of the Board of Directors in 2026 are as follows:

1. Finalize the Company's Development Strategy for the period 2026–2030, with a vision to 2040;
2. Direct, govern, and supervise the Company's operations to ensure sustainable development and achievement of the business targets approved by the General Meeting of Shareholders;
3. Strengthen forecasting capabilities, enhance financial management, optimize operating costs, and develop new markets;
4. Direct the implementation of procedures for the Relocation and Investment Project of Production Facility No. 2 in compliance with applicable regulations;
5. Review and update internal regulations and policies to ensure compliance with legal requirements and the Company's Charter;
6. Continue improving corporate governance, digital transformation, and the application of advanced technologies in operations and management;
7. Enhance human resource management and streamline the organizational structure to improve efficiency;
8. Strengthen legal risk management, internal control, and internal audit systems;
9. Ensure strict compliance with environmental protection and occupational safety regulations;
10. Maintain close cooperation and effective communication with shareholders.

This report is respectfully submitted by the Board of Directors of Viet Tri Chemical Joint Stock Company to our esteemed shareholders.

We sincerely thank you for your attention and valued feedback.

Sincerely,

***Recipients:***

- As above;
- BOD members;
- Supervisory Board;
- Filing: Archives, Company Secretary.



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




**Le Hoang**



No: 20/Tr-BKS

*Phu Tho, June 05, 2026*

## PROPOSAL

### **Regarding the Selection of an Independent Auditing Firm to Audit the 2026 Financial Statements**

To: The General Meeting of Shareholders

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*Pursuant to the Charter of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to the functions and duties of the Supervisory Board as stipulated in the Charter of Viet Tri Chemical Joint Stock Company.*

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval of the selection of an Independent Auditing Firm to audit the Company's 2026 Financial Statements as follows:

#### **1. Criteria for selecting an independent auditing firm:**

- The auditing firm must be approved by the Ministry of Finance to audit entities with public interest in 2026;
- The firm must have a good reputation in independent auditing and a team of highly experienced auditors to ensure audit quality;
- The audit fee must be reasonable.

#### **2. Proposals of the Supervisory Board:**

- The list of auditing firms approved by the Ministry of Finance and proposed for consideration includes:
  - + Auditing and Accounting Financial Consultancy Services Company Limited;
  - + Vietnam Auditing and Valuation Company Limited;
  - + Nhan Tam Viet Auditing Company Limited.

- To authorize the General Director to select and execute the audit service contract with the chosen audit firm;

- In the event that none of the above-mentioned audit firms can be selected due to their failure to satisfy the prescribed criteria, the General Meeting of Shareholders shall authorize the Board of Directors to select another qualified auditing firm in accordance with applicable regulations.

We respectfully submit this proposal to the General Meeting of Shareholders for consideration and approval.

***Recipients:***

- General Meeting of Shareholders;
- Board of Directors;
- Filing: Supervisory Board.

**ON BE HALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**



**Le Viet Dung**

No. 19/BKS-HCVT

*Phu Tho, June 05, 2026*



## **REPORT OF THE SUPERVISORY BOARD**

To: The General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Viet Tri Chemical Joint Stock Company as approved by the General Meeting of Shareholders on August 08, 2024.

The Supervisory Board of Viet Tri Chemical Joint Stock Company (SB) hereby reports to the 2026 Annual General Meeting of Shareholders on the performance of its assigned duties and responsibilities in 2025 as follows:

### **I. Report on the activities of the Supervisory Board**

#### **1. Performance in 2025**

In 2025, the SB held periodic meetings and carried out oversight in the following areas:

- Implementation of resolutions of the General Meeting of Shareholders;
- Compliance with internal regulations in governance and operations;
- Financial and accounting practices;
- Review of internal control and risk management systems;
- Appraisal of financial statements;
- Other responsibilities as stipulated in the Company's Charter.

Overall, during the year, the Supervisory Board operated in accordance with its Operational Regulations and fulfilled its responsibilities effectively. Members of the Board demonstrated a strong sense of responsibility in protecting the interests of the Company and its shareholders.

#### **2. Salary and Remuneration**

The Head of the Supervisory Board received a full-time salary;



Other members received a monthly remuneration of VND 5.5 million per person.

*(Details are disclosed in the audited 2025 Financial Statements in accordance with applicable regulations.)*

## **II. Supervisory report for 2025**

### **1. Activities of the Board of Directors (BOD)**

- The BOD fulfilled its roles and responsibilities with a strong commitment to achieving business and investment goals. Management and governance activities were conducted within the scope of authority and with a high level of responsibility;

- Meetings were properly documented with minutes, and resolutions and decisions were issued within their authority;

- Quarterly business plans were based on evaluations of previous results, analyses of opportunities and challenges, and proposed solutions to meet annual targets;

- The BOD successfully implemented shareholder resolutions on profit distribution and 2024 dividend payments;

- The Company successfully completed its charter capital increase through a share issuance;

- Revised and promulgated internal regulations on fixed asset management, salary, and internal expenditures to improve efficiency.

### **2. Activities of the Board of Management**

The Board of Management conducted the Company's business operations with responsibility, compliance, innovation, and efficiency;

- Assigned plans and tasks were implemented appropriately; dividend payments and remuneration payments during the year were made in compliance with regulations;

- The Board of Management effectively implemented and directed relevant units to strictly comply with the opinions and decisions of the Board of Directors;

- Production and business activities were maintained continuously and stably, resulting in revenue and profit exceeding the approved targets;

- Fostered employee motivation and promptly recognized individual and team achievements.

### **3. Capital Construction and Investment Activities**

The Board of Management submitted to the Board of Directors for approval the policy to prepare a Pre-Feasibility Study Report for the Project on Investment and Construction of Production and Business Facility No. 2;

The Company also fulfilled its investment plans for procuring supplementary equipment to maintain production capacity.

### **4. Finance and Accounting**

The SB reviewed the audited financial statements and concurred with the opinion of the independent auditor.

Key 2025 financial highlights:

- Total revenue reached VND 1,816.4 billion, equivalent to 99.4% of the 2025 annual target (VND 1,827.0 billion) and 112.4% of the 2024 result (VND 1,616.7 billion);
- Profit before tax reached VND 123.8 billion, equivalent to 121.0% of the annual target (VND 102.0 billion) and 116.8% of the 2024 result (VND 106 billion);
- Return on Sales (ROS) reached 6.2%, compared to 5.8% in 2024;
- Return on Capital Employed (ROCE) reached 20.6%, compared to 19.8% in 2024.

### **5. Coordination with the BOD and Executive Board**

The SB maintained close coordination with the BOD and Executive Board to serve the interests of shareholders;

- The SB members were invited to attend all BOD meetings. All resolutions, decisions, and relevant documents were provided to the SB;
- The BOD, Executive Board, and related departments ensured favorable conditions for the SB to perform its duties.

### **III. Operating plan for 2026**

- To effectively perform duties and responsibilities in accordance with the Supervisory Board's Operating Regulations;
- Diversify monitoring approaches, enhance compliance assessments;

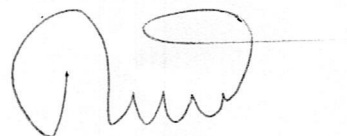
- Attend all BOD meetings and provide constructive feedback and recommendations;
- Appraise Financial Statements and monitor the preservation and growth of shareholders' equity.

The Supervisory Board respectfully submits this report to the General Meeting of Shareholders for consideration and approval.

***Recipients:***

- General Meeting of Shareholders;
- Board of Directors.
- Filing: Supervisory Board.

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



**Le Viet Dung**

**REPORT**

**On the remuneration for the members of the Board of Directors  
and the Supervisory Board**

To: The General Meeting of Shareholders

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and guiding documents;*

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company as approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to Resolution No. 21/NQ-ĐHĐCĐ dated April 18, 2025, of the 2025 Annual General Meeting of Shareholders;*

*Pursuant to Resolution No. 20/NQ-HĐQT dated June 05, 2026 of the Board of Directors approving the documents to be submitted to the 2026 Annual General Meeting of Shareholders.*

The Board of Directors reports the remuneration for the members of the Board of Directors (BOD) and the Supervisory Board as follows:

**1. Remuneration for the Members of the Board of Directors and Supervisory Board for 2025**

The members of the Board of Directors and the Supervisory Board will receive remuneration according to the rates approved by the General Meeting of Shareholders in Resolution No. 21/NQ-ĐHĐCĐ dated April 18, 2025, specifically as follows:

- |                                 |                             |
|---------------------------------|-----------------------------|
| - Chairman of the BOD:          | VND 8,000,000/person/month; |
| - Members of the BOD:           | VND 6,500,000/person/month; |
| - Members of Supervisory Board: | VND 5,500,000/person/month; |
| <b>Total for 12 months:</b>     | <b>VND 606,000,000.</b>     |

**2. Proposal for Remuneration for the Members of the Board of Directors and Supervisory Board for 2026**

It is proposed that the General Meeting of Shareholders consider approving the remuneration for the members of the Board of Directors and the Supervisory Board of the Company for 2026, as follows:

- Chairman of the BOD:

+ Non-executive Chairman: VND 8,000,000/person/month;

+ Executive Chairman: Entitled to a full-time salary in accordance with applicable regulations;

- Members of the BOD: VND 6,500,000/person/month;

- Head of the Supervisor Board: VND 6,500,000/person/month;

- Members of the Supervisory Board: VND 5,500,000/person/month;

(The Head of the Supervisory Board shall cease to receive full-time salary from 2026).

Respectfully submitted.

**Recipients:**

- As above;
- BOD members;
- Supervisory Board;
- Filing: Archives, Company Secretary.



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




**Le Hoang**

No: 19/TTr-HĐQT

*Phu Tho, June 05, 2026*

**PROPOSAL  
Profit Distribution Plan for 2025, Profit Plan for 2026**

To: The General Meeting of Shareholders

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Based on the 2025 audited Financial Statements of Viet Tri Chemical Joint Stock Company, audited by AASC Auditing Firm Co., Ltd.,*

*Pursuant to Resolution No. 20/NQ-HĐQT dated June 05, 2026 of the Board of Directors approving the documents to be submitted to the 2026 Annual General Meeting of Shareholders.*

The Board of Directors of Viet Tri Chemical Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the Profit Distribution Plan for 2025 and for 2026 as follows:

**1. The 2025 proposed Profit Distribution.**

(Details as attached).

**2. The 2026 Profit and Dividend Plan.**

- Pre-tax profit: VND 130.0 billion;
- The General Meeting of Shareholders authorizes the Board of Directors to decide on the interim dividend payment for 2026 and to distribute such dividends to shareholders in line with the company's business results.

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

**Recipients:**

- As above;
- BOD's members;
- Supervisory Board;
- Filing: Archives, Company Secretary.



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



**Le Hoang**

**PROPOSED PROFIT ALLOCATION FOR 2025**  
*(Attached to the Proposal No. 19/TTr-HĐQT dated June 05, 2026)*

*Unit: VND*

<b>No.</b>	<b>Indicator</b>	<b>Rate %</b>	<b>Value (VND)</b>
<b>1</b>	<b>Charter capital</b>	<b>100</b>	<b>274,700,460,000</b>
	<i>Of which: Group capital</i>	68.49	188,155,470,000
<b>2</b>	<b>Total revenue</b>		<b>1,816,385,249,157</b>
<b>3</b>	<b>Total net profit before corporate income tax (CIT)</b>		<b>123,842,982,310</b>
<b>4</b>	<b>Corporate income tax (CIT)</b>		<b>25,004,747,776</b>
	CIT payable		25,004,747,776
<b>5</b>	<b>Profit after CIT</b>		<b>98,838,234,534</b>
<b>6</b>	<b>Retained earnings brought forward from the previous year</b>		<b>66,187,097,742</b>
<b>7</b>	<b>Total profit to be distributed in the current year</b>		<b>87,472,603,387</b>
7.1	Allocation to Funds:		<b>60,002,557,387</b>
7.1.1	<i>Development Investment Fund</i>	50	49,419,117,267
7.1.2	<i>Reward Fund and Welfare Fund</i>	10	9,883,823,453
7.1.3	<i>Management Bonus Fund</i>		699,616,667
7.2	Dividend Distribution This Year	10	27,470,046,000
	<i>Cash Dividend</i>	10	27,470,046,000
<b>8</b>	<b>Retained earnings to be carried over to next year</b>		<b>77,552,728,889</b>

No: 20/TTr-HĐQT

*Phu Tho, June 05, 2026*

**PROPOSAL**

**Regarding the Amendment and Supplementation of Business Lines**

To: The General Meeting of Shareholders

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, and other relevant regulations;*

*Pursuant to Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification System;*

*Pursuant to Resolution No. 20/NQ-HĐQT dated 05 June 2026 of the Board of Directors approving the documents for the 2026 Annual General Meeting of Shareholders;*

*Based on the Company's operational requirements.*

The Board of Directors of Viet Tri Chemical Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Company's business lines as follows:

**1. Amendment and Supplementation of Business Lines**

- To add a new business line in line with the Company's operational needs: Industry Code 5210 – Warehousing and Storage;

- To update and amend business line codes in accordance with current regulations (Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification System), as follows:

+ Remove Industry Code 4669 – Other Specialized Wholesale (excluding wholesale of pesticides and other agricultural chemicals);

+ Add Industry Code 4679 – Other Specialized Wholesale (excluding wholesale of pesticides and other agricultural chemicals).

*(Details are set out in the Appendix attached to this Proposal.)*

2. To authorize the Board of Directors to finalize the relevant contents and promulgate the Company's Charter based on the resolutions approved by the General Meeting of Shareholders.

3. To authorize the Company's Legal Representative to carry out procedures for the registration of changes to the Company's business lines and other related procedures with the competent authorities in accordance with applicable regulations; and to make technical amendments or supplements as required by the competent authorities during the registration process, provided that such amendments do not alter the contents approved by the General Meeting of Shareholders.

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

**Recipients:**

- As above;
- BOD members;
- Supervisory Board;
- Filing: Archives, Company Secretary.



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




**Le Hoang**

## APPENDIX OF AMENDMENTS TO BUSINESS LINES

*(Attached to Proposal No. 20/TTr-HĐQT dated June 05, 2026)*

### 1. Addition of Business Lines

No.	Proposed Business Line to be Added	Industry Code	Principal Business Line	Remarks
1	Other specialized wholesale not elsewhere classified  (Excluding wholesale of pesticides and other agricultural chemicals)	4679		Added due to the change of industry code
2	Warehousing and storage	5210		Added to align with the Company's actual business operations

### 2. Removal of Business Lines

No.	Proposed Business Line to be Removed	Industry Code	Remarks
	Other specialized wholesale not elsewhere classified  (Excluding wholesale of pesticides and other agricultural chemicals)	4669	No longer provided for under Decision No. 36/2025/QĐ-TTg

No: 21/TTr-HĐQT

*Phu Tho, June 05, 2026*

**PROPOSAL**  
**Regarding the Amendments and Supplements to the Charter,  
the Internal Regulations on Corporate Governance  
and the Operating Regulations of the Board of Directors**

To: The General Meeting of Shareholders

*Pursuant to the Charter on the organization and operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, and other relevant regulations;*

*Pursuant to the actual operational requirements of the Company.*

The Board of Directors of Viet Tri Chemical Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Company's Charter and Regulations falling within the authority of the General Meeting of Shareholders, as follows:

**1. Amendments and supplements to the Charter on Organization and Operation of the Company**

*(Details are provided in Appendix No. 01 attached to this Proposal.)*

**2. Amendments and supplements to the Internal Regulations on Corporate Governance**  
*(Details are provided in Appendix No. 02 attached to this Proposal.)*

**3. Amendments and supplements to the Operating Regulations of the Board of Directors**  
*(Details are provided in Appendix No. 03 attached to this Proposal.)*

**4. Authorization of the Board of Directors to finalize and promulgate the Charter on Organization and Operation of the Company, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.**

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

**Recipients:**

- As above;
- BOD members;
- Supervisory Board;
- Filing: Archives, Company Secretary.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Le Hoang**

## APPENDIX 01

### PROPOSED AMENDMENTS TO THE COMPANY'S CHARTER

*(Attached to Proposal No. 21/TTr-HDQT dated 05 June 2026 submitted by the Board of Directors of Viet Tri Chemical Joint Stock Company)*

No.	Current Provision of the Charter	Amended and Supplemented Provision of the Charter	Legal basis	Reason for Amendment
<b>1</b>	<b>Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Duration of Operation of the Company</b>			
	3. Registered office of the Company: - Head office address: Song Thao Street, Tho Son Ward, Viet Tri City, Phu Tho Province - Website: vitrichem.com.vn	3. Registered office of the Company: - Head office address: Song Thao Street, Thanh Mieu Ward, Phu Tho Province. - Website: vitrichem.vn	Current administrative boundaries; Enterprise Registration Certificate.	Updated to reflect the current information
<b>2</b>	<b>Article 4. Objectives of the Company</b>			
	1. The Company's business lines include: - Manufacture of basic chemicals; - Wholesale of chemicals (excluding chemicals used in agriculture); - Wholesale of machinery, equipment and spare parts not elsewhere classified (chemical machinery and equipment); - Manufacture of chemical machinery and equipment (manufacture of special-purpose machinery not elsewhere classified).	1. The Company's business lines include: - Manufacture of basic chemicals; - Manufacture of special-purpose machinery; - Wholesale of machinery, equipment and spare parts; - Other specialized wholesale activities not elsewhere classified (excluding wholesale of pesticides and other chemicals used in agriculture); - Warehousing and storage.	Decision No. 36/2025/QD-TTg dated 29 September 2025	To align the business lines and business line codes with Decision No. 36/2025/QD-TTg.  To add business lines in line with the Company's operational requirements.

No.	Current Provision of the Charter	Amended and Supplemented Provision of the Charter	Legal basis	Reason for Amendment
<b>3</b>	<b>Article 12. Rights of Shareholders</b>			
	<p>2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:</p> <p>a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;</p>	<p>2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:</p> <p>a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115, Article 140 of the Law on Enterprises and <b>other applicable laws and regulations</b>;</p>	<p>Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises</p>	<p>to ensure comprehensiveness and consistency with applicable regulations.</p>
<b>4</b>	<b>Article 26. Composition and Term of Office of Members of the Board of Directors</b>			
	<p>3. Composition of the Board of Directors</p> <p>The composition of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.</p>	<p>3. Composition of the Board of Directors:</p> <p>3.1. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. The number of non-executive members of the Board of Directors of a public company must satisfy the following requirements:</p> <p>a) At least one (01) non-executive member where the Board of Directors comprises from three (03) to five (05) members;</p> <p>b) At least two (02) non-executive members where the Board of Directors comprises from six (06) to eight (08) members;</p>	<p>Clause 79, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.</p>	<p>To comply with applicable regulations</p>

No.	Current Provision of the Charter	Amended and Supplemented Provision of the Charter	Legal basis	Reason for Amendment
		<p>c) At least three (03) non-executive members where the Board of Directors comprises from nine (09) to eleven (11) members.</p> <p>3.2. The total number of independent members of the Board of Directors must comply with the applicable legal requirements: ...</p>		
<b>5</b>	<b>Article 45. Employees and Labor Union</b>			
	<p>1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and executives of the Company.</p> <p>2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the relationship between the Company and labor union organizations in accordance with best management practices, the provisions of this Charter, the Company's internal regulations and applicable laws.</p>	<p>1. The General Director shall report and seek approval from the Board of Directors for matters falling within the authority of the Board of Directors relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and executives of the Company in accordance with applicable laws, this Charter and the Company's internal regulations.</p> <p>2. The General Director shall handle matters within his/her authority relating to the relationship between the Company and labor union organizations in accordance with best management practices, the provisions of this Charter, the Company's internal regulations and applicable laws. For matters falling within the authority of the Board of Directors, the General Director shall report to and seek approval from the Board of Directors</p>	Circular No. 116/2020/TT-BTC.	To clarify the respective authority of the General Director and the Board of Directors in handling matters relating to employees and labor union organizations, and to provide greater clarity and specificity in the relevant provisions

**APPENDIX 02****PROPOSED AMENDMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*(Attached to Proposal No. 21/TTr-HĐQT dated 05 June 2026 submitted by the Board of Directors of Viet Tri Chemical Joint Stock Company)*

No.	Current Provision of the Regulations	Amended Provision of the Regulations	Legal basis	Remarks
<b>1</b>	<b>Điều 2. Giải thích thuật ngữ và chữ viết tắt</b>			
	7. VSD: Vietnam Securities Depository and Clearing Corporation.	7. VSDC: Vietnam Securities Depository and Clearing Corporation.	Point b, Clause 1, Article 1 of Decision No. 26/2022/QĐ-TTg dated 16 December 2022	Abbreviation updated in accordance with the establishment decision
<b>2</b>	<b>Article 48. Number, Term of Office and Composition of Members of the Board of Directors</b>			
	3. Composition of the Board of Directors: The composition of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.	3. Composition of the Board of Directors: 3.1. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. The number of non-executive members of the Board of Directors of a public company must satisfy the following requirements: a) At least one (01) non-executive member where the Board of Directors comprises from three (03) to five (05) members; b) At least two (02) non-executive members where the Board of Directors comprises from six (06) to eight (08) members; c) At least three (03) non-executive members where the Board of Directors comprises from nine (09) to eleven (11) members. 3.2. The total number of independent members of the Board of Directors must comply with the applicable legal requirements:...	Clause 79, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.	

No.	Current Provision of the Regulations	Amended Provision of the Regulations	Legal basis	Remarks
3	<b>Article 49. Criteria and Conditions for Members of the Board of Directors</b>			
	3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors of no more than five (05) other companies.	3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or a member of the Members' Council of no more than five (05) other companies.	Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.	Supplemented in accordance with applicable regulations
4	<b>Article 90. Circumstances in Which the Supervisory Board and the General Director May Request the Convening of a Board of Directors Meeting and Matters Requiring Consultation with the Board of Directors</b>			
	2. Matters on which the General Director must seek the opinion of the Board of Directors c) The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and executives of the Company. d) The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the relationship between the Company and labor union organizations in accordance with best management practices, the provisions of the Charter, the Company's internal regulations and applicable laws.	2. Matters on which the General Director must seek the opinion of the Board of Directors c) The General Director shall report and seek approval from the Board of Directors for matters falling within the authority of the Board of Directors relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and executives of the Company in accordance with applicable laws, the Charter and the Company's internal regulations. d) The General Director shall handle matters within his/her authority relating to the relationship between the Company and labor union organizations in accordance with best management practices, the provisions of the Charter, the Company's internal regulations and applicable laws. For matters falling within the authority of the Board of Directors, the General Director shall report to and seek approval from the Board of Directors.	Circular No. 116/2020/TT-BTC.	To clarify the respective authority of the General Director and the Board of Directors in handling matters relating to employees and labor union organizations, and to provide greater clarity and specificity in the relevant provisions.

## APPENDIX 03

### PROPOSED AMENDMENTS TO THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

*(Attached to Proposal No. 21/TTr-HĐQT dated 05 June 2026 submitted by the Board of Directors of Viet Tri Chemical Joint Stock Company)*

No.	Current Provision of the Regulations	Amended Provision of the Regulations	Legal basis	Remarks
<b>1</b>	<b>Article 6. Criteria and Conditions for Members of the Board of Directors</b>			
	<p>1. A member of the Board of Directors must satisfy the following criteria and conditions:</p> <p>c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company;</p>	<p>1. A member of the Board of Directors must satisfy the following criteria and conditions:</p> <p>c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or a member of the Members' Council of no more than five (05) other companies;</p>	<p>Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP</p>	<p>Supplemented in accordance with applicable regulations</p>
<b>2</b>	<b>Article 11. Rights and Obligations of the Board of Directors</b>			
	<p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:</p> <p>...</p> <p>h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises.</p>	<p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:</p> <p>...</p> <p>h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, <b>except for</b> contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises.</p>	<p>Law on Enterprises; Article 27 of the Company's Charter</p>	<p>Amended in accordance with applicable regulations</p>

No.: 22/TTr-HĐQT

*Phu Tho, June 05, 2026*

**PROPOSAL**

**Regarding The dismissal of the member and election of additional member of the  
Board of Directors and the Supervisory Board**

To: The General Meeting of Shareholders

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its guiding documents;*

*Pursuant to the Charter of Organization and Operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to the Letter of Resignation from the Board of Directors submitted by Mr. Le Hoang, Chairman of the Board of Directors, dated June 04, 2026;*

*Pursuant to the Letter of Resignation from the Supervisory Board submitted by Ms. Vu Thi Bich Ngoc, Member of the Supervisory Board, dated June 04, 2026;*

*Pursuant to Resolution No. 20/NQ-HĐQT dated 05 June 2026 of the Board of Directors approving the documents for the 2026 Annual General Meeting of Shareholders.*

The Board of Directors of Viet Tri Chemical Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the following matters:

1. Approval of the resignations of members of the Board of Directors and the Supervisory Board due to changes in work assignments of the following individuals:

- Mr. Le Hoang – Chairman of the Board of Directors for the 2024–2029 term;
- Ms. Vu Thi Bich Ngoc – Member of the Supervisory Board for the 2024–2029 term.

2. Approval of the election of additional member(s) to the Board of Directors and the Supervisory Board for the 2024–2029 term.

Respectfully submitted.

**Recipients:**

- As above;
- BOD's members;
- Supervisory Board;
- Filing: Archives, Company Secretary.



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



**Le Hoang**

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**RESIGNATION LETTER**  
**FROM THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS**

To:

- The General Meeting of Shareholders;
- The Board of Directors;
- Viet Tri Chemical Joint Stock Company.

My name is: Le Hoang                      Date of birth: November 01, 1973

Current position: Chairman of the BOD of Viet Tri Chemical Joint Stock Company.

I was elected by the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company (the Company) for the term 2024–2029 by the General Meeting of Shareholders at its Annual Meeting held on 18 April 2025, and was subsequently elected Chairman of the Board of Directors.

As per the assignment of duties, I am no longer the representative of the capital contribution of Vietnam National Chemical Group at Viet Tri Chemical Joint Stock Company. Therefore, I submit this resignation letter to resign from my position as a member of the Board of Directors of the Company.

I respectfully request that the General Meeting of Shareholders consider and approve my resignation and proceed with the dismissal procedure at the 2026 Annual General Meeting of Shareholders.

I would like to sincerely thank the esteemed Shareholders, the Supervisory Board, the members of the Board of Directors, the General Director, and all employees of the Company for their positive cooperation during my tenure.

Sincerely./.

*Ha Noi, June 04, 2026*

***Recipients:***

- As above;
- Vietnam National Chemical Group (for reporting);
- Filing: Company Secretary.

**RESIGNEE**

**Le Hoang**

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*Ha Noi, June 04, 2026*

**RESIGNATION LETTER**

To:

- The General Meeting of Shareholders;
- The Board of Directors;
- Viet Tri Chemical Joint Stock Company.

My name is: Vu Thi Bich Ngoc      Year of birth: 1985

Current position: Member of the Supervisory Board of Viet Tri Chemical Joint Stock Company

First and foremost, I would like to express my sincere gratitude to the Shareholders for their trust and confidence in electing me as a Member of the Supervisory Board of the Company for the 2024–2029 term.

As I have been assigned other responsibilities by Vietnam National Chemical Group, I hereby respectfully submit this Resignation Letter and request the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company to consider and approve my resignation from the position of Member of the Supervisory Board of the Company for the 2024–2029 term.

I would like to express my sincere appreciation to the Board of Directors, the Management Board, the Supervisory Board, and the relevant departments for their cooperation and support during my tenure.

I respectfully request the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company to consider and approve my resignation in accordance with applicable regulations.

I would like to extend my sincere thanks and best wishes to the Company for its continued growth and prosperity. I also wish all Shareholders good health and happiness, and wish the General Meeting of Shareholders every success.

Sincerely.

***Recipients:***

- As above;
- Filing: Company Secretary, SB (2 copies).

**RESIGNEE**

**Vu Thi Bich Ngoc**



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\*\*\*

**RESIGNATION LETTER**  
**FROM THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS**

To:

- The General Meeting of Shareholders;
- The Board of Directors;
- Viet Tri Chemical Joint Stock Company.

My name is: Le Hoang                      Date of birth: November 01, 1973

Current position: Chairman of the BOD of Viet Tri Chemical Joint Stock Company.

I was elected by the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company (the Company) for the term 2024–2029 by the General Meeting of Shareholders at its Annual Meeting held on 18 April 2025, and was subsequently elected Chairman of the Board of Directors.

As per the assignment of duties, I am no longer the representative of the capital contribution of Vietnam National Chemical Group at Viet Tri Chemical Joint Stock Company. Therefore, I submit this resignation letter to resign from my position as a member of the Board of Directors of the Company.

I respectfully request that the General Meeting of Shareholders consider and approve my resignation and proceed with the dismissal procedure at the 2026 Annual General Meeting of Shareholders.

I would like to sincerely thank the esteemed Shareholders, the Supervisory Board, the members of the Board of Directors, the General Director, and all employees of the Company for their positive cooperation during my tenure.

Sincerely./.

*Ha Noi, June 04, 2026*

**RESIGNEE**

***Recipients:***

- As above;
- Vietnam National Chemical Group (for reporting);
- Filing: Company Secretary.

**Le Hoang**

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\*\*\*

*Ha Noi, June 04, 2026*

**RESIGNATION LETTER**

To:

- The General Meeting of Shareholders;
- The Board of Directors;
- Viet Tri Chemical Joint Stock Company.

My name is: Vu Thi Bich Ngoc                      Year of birth: 1985

Current position: Member of the Supervisory Board of Viet Tri Chemical Joint Stock Company

First and foremost, I would like to express my sincere gratitude to the Shareholders for their trust and confidence in electing me as a Member of the Supervisory Board of the Company for the 2024–2029 term.

As I have been assigned other responsibilities by Vietnam National Chemical Group, I hereby respectfully submit this Resignation Letter and request the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company to consider and approve my resignation from the position of Member of the Supervisory Board of the Company for the 2024–2029 term.

I would like to express my sincere appreciation to the Board of Directors, the Management Board, the Supervisory Board, and the relevant departments for their cooperation and support during my tenure.

I respectfully request the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company to consider and approve my resignation in accordance with applicable regulations.

I would like to extend my sincere thanks and best wishes to the Company for its continued growth and prosperity. I also wish all Shareholders good health and happiness, and wish the General Meeting of Shareholders every success.

Sincerely.

***Recipients:***

- As above;
- Filing: Company Secretary, SB (2 copies).

**RESIGNEE**

**Vu Thi Bich Ngoc**

No.: 23/TB-HĐQT

*Phu Tho, June 05, 2026*

**NOTICE**

**On the nomination and self-nomination of expected candidates for the election  
for additional member of the Board of Directors and the Supervisory Board  
for the 2024–2029 term**

To: The Esteemed Shareholders of Viet Tri Chemical Joint Stock Company

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its guiding documents;*

*Pursuant to the Charter of Organization and Operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

*Pursuant to Resolution No. 20/NQ-HĐQT dated June 05, 2026 of the Board of Directors approving the documents to be submitted to the 2026 Annual General Meeting of Shareholders.*

The Board of Directors of the Company respectfully announces the nomination and candidacy of expected candidates for the additional election of a member of the Board of Directors (BOD) and the Supervisory Board (SB) for the 2024–2029 term, as follows:

**1. Number of members to be elected:**

- Board of Directors: 01 person;
- Supervisory Board: 01 person.

*(The Annual General Meeting of Shareholders 2026 shall consider and decide on the election of one additional member of the Board of Directors and one additional member of the Supervisory Board following the submission of resignation letters by the respective incumbents.).*

**2. Qualifications and Requirements**

*2.1. Qualifications and Requirements for Member of the Board of Directors*

Members of the Board of Directors must meet the following qualifications and eligibility requirements:

- Possesses full legal capacity and is not classified among individuals prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises and other relevant regulations;

- Possess professional qualifications and experience in business administration or relevant fields of the Company, and are not required to be shareholders thereof;

- May simultaneously hold the position of member of the Board of Directors or member of the Members' Council in no more than five (05) other companies;

- Must not have family relationships with the Chairman of the Board, other members of the Board of Directors, the General Director, and other managers of the Company.

### *2.2. Qualifications and Requirements for Member of the Supervisory Board*

Candidates for election to the Supervisory Board must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

- Working in the accounting or finance department of the Company;
- Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

### *2.3. Rights to nomination and self-nomination for the Additional Election of Members of the Board of Directors and Members of the Supervisory Board*

Shareholders or groups of shareholders holding at least 10% of the total common shares are entitled to nominate candidates for the Board of Directors and the Supervisory Board in accordance with the following ratio:

- From 10% to less than 20% of total voting shares: entitled to nominate one (01) candidate;
- From 20% to less than 30% of total voting shares: entitled to nominate up to two (02) candidates;
- From 30% to less than 40% of total voting shares: entitled to nominate up to three (03) candidates;
- From 40% to less than 50% of total voting shares: entitled to nominate up to four (04) candidates;
- From 50% to less than 60% of total voting shares: entitled to nominate up to five (05) candidates;
- From 60% to less than 70% of total voting shares: entitled to nominate up to six (06) candidates;
- From 70% to 80% of total voting shares: entitled to nominate up to seven (07) candidates;
- From 80% to less than 90% of total voting shares: entitled to nominate up to eight (08) candidates.

Shareholders holding common shares may pool their voting rights to nominate candidates to the Board of Directors and the Supervisory Board.

### 3. Nomination and self-nomination documents

The application dossier for nomination or self-nomination shall include:

- Nomination or self-nomination Letter for election in the prescribed form (Appendices 1-4, 01 original copy).
- Curriculum Vitae of the candidate (1 original) with photo as per the template (Appendix 5).
- Certified copies of ID card/Passport/Residence registration (or long-term temporary residence certificate); all degrees, diplomas, and certificates listed in the Curriculum Vitae.
- Power of Attorney or Group Meeting Minutes (if the candidate is authorized by the group).

Candidates for the Board of Directors and the Supervisory Board shall take full responsibility before the law, the General Meeting of Shareholders, and the Company for the truthfulness, accuracy, and reasonableness of all information and documents submitted for their nomination or self-nomination.

### 4. Deadline and Submission Address for Nomination/Self-Nomination Documents:

Nomination and self-nomination documents must be submitted to the Organizing Committee no later than 13:00 PM on June 10, 2026, to complete the necessary procedures, following address:

- Ms. Nguyen Thu Huong, Secretary of Viet Tri Chemical JSC
- Address: Song Thao Street, Thanh Mieu Ward, Phu Tho Province
- Tel: 0948141886
- Email: huongnt@vitrichem.vn

In case the number of nominated and self-nominated candidates remains insufficient, the incumbent Board of Directors/Supervisory Board may nominate additional candidates.

Sincerely./.

#### **Recipients:**

- As above;
- Information Disclosure;
- Filing: Archives, Company Secretary.

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



**Le Hoang**

*Appendix 1: Application for Self-Nomination to the Board of Directors*

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**APPLICATION FOR SELF-NOMINATION  
TO THE BOARD OF DIRECTORS FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

Shareholders' name: .....

ID number: ..... Issued by: ..... on: .....

Address: .....

Professional qualification: ..... Major: .....

I am a shareholder of Viet Tri Chemical Joint Stock Company, currently holding.....shares (In words .....), accounting for .....% of the Company's total voting shares.

After reviewing the Draft Regulation on the additional election of members of the Board of Directors and the Supervisory Board for the 2024-2029 term of Viet Tri Chemical Joint Stock Company, I would like to self-nominate for the position on the Board of Directors for the 2024–2029 term.

I hereby certify that all the above information and the attached documents are truthful and accurate to the best of my knowledge. If elected, I commit to fulfilling all responsibilities and exercising my rights in accordance with the law and the Company's Charter.

....., *Month (day), 2026*

Attachments:

- 1.
- 2.
- 3.
- 4.
- 5.

**Shareholders**

*(Signature and Full name)*

.....

**Appendix 2: Nomination Application – Board of Directors (2024–2029 Term)**

**THE SOCIALIST REPUBLIC OF VIET NAM**  
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**NOMINATION APPLICATION**  
**TO THE BOARD OF DIRECTORS FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

I am shareholder (We are shareholders) of Viet Tri Chemical Joint Stock Company, holding.....shares (In words .....), accounting for .....% of the Company's total voting shares, the details as below:

No.	Full name	ID/ Passport number	Number of shares held	The date of shareholding commencement	Signature
1					
2					
3					
	Total shares				

After reviewing the Draft Regulation on the Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024–2029 term of Viet Tri Chemical Joint Stock Company, I/We hereby nominate the following individual(s) for election to the Board of Directors for the 2024–2029 term. The nominated candidate(s) have been included in the official List of Candidates:

No.	Full name	ID number, issue date and place	Address	Educational background	Number of shares held
1					
2					
3					

We also unanimously appoint (*applicable in case of a group of shareholders making the nomination*)

Mr./Ms.:.....

Shareholder code (if any): .....

ID/Passport number: ..... Issued on (date).....

by (Issuing Authority) .....

To act as the representative of our group to carry out nomination/self-nomination procedures for the election of a member of the Board of Directors for the 2024–2029

term at the 2026 Annual General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company, in accordance with the Regulations on Additional Election of Members of the Board of Directors the Supervisory Board.

I/We take full responsibility for this nomination and commit to complying with the current provisions of law, the Company's Charter, and the Regulations on Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024-2029 term.

....., *Month (day), 2026*

**Shareholders**

*(Sign and full name)*

*Appendix 3: Application for Self-Nomination to the Supervisory Board*

**THE SOCIALIST REPUBLIC OF VIET NAM**  
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**APPLICATION FOR SELF-NOMINATION  
TO THE SUPERVISORY BOARD FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

Shareholders' name: .....

ID number: ..... Issued by: ..... on: .....

Address: .....

Professional qualification: ..... Major: .....

I am a shareholder of Viet Tri Chemical Joint Stock Company, currently holding.....shares (In words .....), accounting for .....% of the Company's total voting shares.

After reviewing the Draft Regulation on the additional election of members of the Board of Directors and the Supervisory Board for the 2024-2029 term of Viet Tri Chemical Joint Stock Company, I would like to self-nominate for the position on the Supervisory Board for the 2024–2029 term.

I hereby certify that all the above information and the attached documents are truthful and accurate to the best of my knowledge. If elected, I commit to fulfilling all responsibilities and exercising my rights in accordance with the law and the Company's Charter.

....., *Month (day), 2026*

Attachments:

- 1.
- 2.
- 3.
- 4.
- 5.

**Shareholders**  
*(Signature and Full name)*

.....

**Appendix 4: Nomination Application – Supervisory Board (2024–2029 Term)**

**THE SOCIALIST REPUBLIC OF VIET NAM**  
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**NOMINATION APPLICATION**  
**TO THE SUPERVISORY BOARD FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

I am shareholder (We are shareholders) of Viet Tri Chemical Joint Stock Company, holding.....shares (In words .....), accounting for .....% of the Company's total voting shares, the details as below:

No.	Full name	ID/ Passport number	Number of shares held	The date of shareholding commencement	Signature
1					
2					
3					
	Total shares				

After reviewing the Draft Regulation on the Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024–2029 term of Viet Tri Chemical Joint Stock Company, I/We hereby nominate the following individual(s) for election to the Supervisory Board for the 2024–2029 term. The nominated candidate(s) have been included in the official List of Candidates:

No.	Full name	ID number, issue date and place	Address	Educational background	Number of shares held
1					
2					
3					

We also unanimously appoint (*applicable in case of a group of shareholders making the nomination*)

Mr./Ms.:.....

Shareholder code (if any): .....

ID/Passport number: ..... Issued on (date).....

by (Issuing Authority) .....

To act as the representative of our group to carry out nomination/self-nomination procedures for the election of a member of the Supervisory Board for the 2024–2029

term at the 2026 Annual General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company, in accordance with the Regulations on Additional Election of Members of the Board of Directors and the Supervisory Board.

I/We take full responsibility for this nomination and commit to complying with the current provisions of law, the Company's Charter, and the Regulations on Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024-2029 term.

....., *Month (day), 2026*

**Shareholders**

*(Sign and full name)*

*Appendix 5: Curriculum vitae*

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**CURRICULUM VITAE**

*(For Candidates for the Board of Directors of Viet Tri Chemical Joint Stock Company)*

1. Full name: .....
2. Gender: Male  Female
3. Date of birth: .....
4. Nationality: .....
5. ID number: ..... on (date): ..... by (authority): .....
6. Permanent address: .....
7. Phone number: .....
8. Educational background: .....
9. Professional qualification: .....

Degree title	Major	Year of graduation	Training period	Training institution

10. Employment history:

From (year)... to (year)...	Organization	Position

I hereby certify that the above information is true and accurate, and I take full legal responsibility for the information provided.

....., Month (day), 2026

Attachments: (ID card, degrees, etc.)

- 1.
- 2.
- 3.
- 4.
- 5.

**Candidate**  
(Signature and full name)

.....

## **REGULATIONS**

### **On the Additional Election of Members to the Board of Directors and the Supervisory Board for the 2024–2029 Term**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its guiding documents;*

*Pursuant to the Charter on the Organization and Operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024;*

The General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company (the “GMS”) shall conduct the additional election of members to the Board of Directors and the Supervisory Board for the 2024–2029 term in accordance with the following regulations:

#### **Chapter I. GENERAL PROVISIONS**

##### **Article 1. Purpose, scope, and subjects of application**

1. These Regulations stipulate the principles and procedures for the nomination, self-nomination, and additional election of members to the Board of Directors (BOD), members to the Supervisory Board (SB) of Viet Tri Chemical Joint Stock Company for the 2024-2029 term at the 2026 Annual General Meeting of Shareholders.

2. These Regulations apply to shareholders holding shares of the Company as of the final registration date, May 19, 2026, and their duly authorized representatives.

##### **Article 2. Rights and obligations of shareholders**

1. Each shareholder or authorized representative attending the General Meeting shall be provided with one (01) ballot for the election of a replacement member of the Board of Directors and one (01) ballot for the election of a replacement member of the Supervisory Board. Each ballot shall specify the number of shares held by the shareholder or represented by the authorized representative, as well as the corresponding voting rights available for the election.

##### **2. Obligations of Shareholders Attending the General Meeting**

- Comply with the election conditions and procedures set forth in these Regulations and the instructions of the Election Committee and the Presidium.

- Complete the registration procedures for attending the General Meeting with the organizing committee
- Verify the number of shares on the ballot and immediately notify the organizing committee of any discrepancies upon receiving the ballot.
- Strictly adhere to the election regulations and respect the voting results.

## **Chapter II. REGULATIONS ON THE NOMINATION AND SELF-NOMINATION FOR THE ELECTION OF ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS AN THE SUPERVISORY BOARD FOR THE 2024–2029 TERM**

### **Article 3. Number and Qualifications of BOD Members**

1. Number of Additional Board Members to be Elected: One (01) member
2. Qualifications and Requirements

Members of the Board of Directors must meet the following qualifications and eligibility requirements:

- Possesses full legal capacity and is not classified among individuals prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises and other relevant regulations;
- Possess professional qualifications and experience in business administration or relevant fields of the Company, and are not required to be shareholders thereof;
- May simultaneously hold the position of member of the Board of Directors or member of the Members' Council in no more than five (05) other companies;
- Must not have family relationships with the Chairman of the Board, other members of the Board of Directors, the General Director, and other managers of the Company.

### **Article 4. Rights to Nominate and Stand for Election to the Board of Directors**

Shareholders or groups of shareholders holding at least 10% of the total common shares are entitled to nominate candidates for the Board of Directors, in accordance with the provisions of the Enterprise Law and the Company's Charter. Voting rights might be pooled to nominate candidates.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (1) candidate; from

20% to less than 30%, up to two (2) candidates; from 30% to less than 40%, up to three (3) candidates; from 40% to less than 50%, up to four (4) candidates; from 50% to less than 60%, up to five (5) candidates; from 60% to less than 70%, up to six (6) candidates; from 70% to 80%, up to seven (7) candidates; and from 80% to less than 90%, up to eight (8) candidates.

#### **Article 5. Number and Qualifications of SB Members**

1. Number of Additional SB Members to be Elected: One (01) member

2. Candidates for election to the Supervisory Board must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

- Working in the accounting or finance department of the Company;
- Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

#### **Article 6. Rights to Nominate and Stand for Election to the Supervisory Board**

The nomination of candidates and self-nomination for election to the Supervisory Board shall be carried out in accordance with Clauses 1 and 2, Article 25 of the Company's Charter, specifically as follows:

Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 60%, up to five (05) candidates; from 60% to less than 70%, up to six (06) candidates; from 70% to less than 80%, up to seven (07) candidates; and from 80% to less than 90%, up to eight (08) candidates.

Where the number of candidates nominated or self-nominated for election to the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. Any additional candidates nominated by the Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders conducting the election of Supervisory Board members in accordance with applicable laws and regulations.

### **Article 7. Nomination and candidacy documents**

1. The application dossier for nomination or candidacy shall include:

a. Nomination or self-nomination Letter for election using the prescribed form (*Appendices 1-4*).

b. Curriculum Vitae of the candidate (1 original) with photo as per the template (*Appendix 5*).

c. Certified copies of ID card/Passport/Residence registration (or long-term temporary residence certificate); all degrees, diplomas, and certificates listed in the Curriculum Vitae.

d. Power of Attorney or Group Meeting Minutes (if the candidate is authorized by the group).

2. Nomination and candidacy documents must be submitted to the Company by 13:00 PM on June 10, 2026, at the following address:

- Ms. Nguyen Thu Huong, Secretary of Viet Tri Chemical Joint Stock Company

- Address: Song Thao Street, Thanh Mieu Ward, Phu Tho Province

- Tel: 0948141886

- Email: huongnt@vitrichem.vn

In case the documents are sent by fax or scan, the original documents must be submitted during registration before the General Meeting begins.

## **Chapter III. NOMINATION TO ADDITIONAL MEMBER OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD FOR THE 2024 – 2029 TERM**

### **Article 8. Selection of Candidates**

Based on the nomination and candidacy forms and the accompanying documents, the Organizing Committee will compile a list of qualified candidates to be included in the Board of Directors/the Supervisory Board election list.

### **Article 9. Election Procedures and Methods**

- The election of Board of Directors members and Supervisory Board members will be conducted through a direct, secret ballot at the General Meeting using a cumulative voting method.

- The ballot will list the candidates in alphabetical order, the number of shares owned/represented, the number of voting rights, and will be stamped with the Company's seal.

- Each shareholder is entitled to vote in proportion to the number of shares owned (including both owned and/or authorized shares) multiplied by the number of Board members to be elected.

- Shareholders may allocate all of their voting rights to one candidate or distribute them among several candidates.

- The total votes cast for candidates by a shareholder must not exceed the total voting rights.

### **Article 10. Election Organization and Supervision**

#### 1. Vote Counting Committee:

a. Represents the General Meeting of Shareholders (GMS) in organizing and supervising the election in accordance with this Regulation.

b. Comprises one Head and other members elected by the GMS.

c. Shall not include any person nominated or self-nominated as a candidate for the BOD/the SB, or any related person as defined by the Law on Enterprises.

2. The Vote Counting Committee must ensure integrity, objectivity, and confidentiality throughout the voting and vote counting process.

#### 3. Duties of the Vote Counting Committee:

a. Prepare ballot boxes, disseminate the Election Regulation, candidate list, voting procedures, and provide voting instructions.

b. Guide shareholders in casting votes in accordance with the Regulation.

c. Supervise the voting process.

d. Summarize and report results to the Chairing Panel and Secretariat.

e. Collect ballots, count votes, and report the election results to the GMS.

### **Article 11. Ballot and Voting Instructions**

#### 1. Ballot:

a. The ballot shall be uniformly printed, bear the Company's seal, and be issued by the Organizing Committee.

b. Shareholders or authorized representatives shall be provided with ballots.

c. Upon receipt of the ballot, shareholders or authorized representatives must verify the information thereon. Any errors must be immediately reported to the Vote Counting Committee for replacement.

d. A ballot shall be considered valid if it satisfies the following conditions:

- Votes are cast for candidates listed in the official candidate list and within the approved number of Board members to be elected;

- The total votes do not exceed the voting rights of the shareholder;

- It does not fall under any of the invalid cases listed in Clause below.

e. A ballot shall be deemed invalid if:

- It is not in the prescribed format or does not bear the Company's seal;

- It contains erasures, unauthorized corrections, or additions;

- It includes the name(s) of candidate(s) not on the approved list;

- The total number of votes cast exceeds the shareholder's voting rights;

- No number of votes is specified for any candidate;

- Votes are cast for more candidates than the number to be elected.

## 2. Voting Instructions:

Shareholders or authorized representatives shall fill in the number of votes for each candidate in the designated box on the ballot. For candidates they do not wish to vote for, the number "0" must be recorded.

## **Article 12. Voting and Vote Counting**

1. Voting shall commence after all ballots have been distributed and end when the last shareholder casts their vote.

2. The Vote Counting Committee shall inspect the ballot box in the presence of the shareholders.

3. Votes may only be cast into sealed ballot boxes under the supervision of the Vote Counting Committee.

4. Vote counting shall be conducted immediately after voting concludes; ballots must not be altered or corrected.

## **Article 13. Principles for Determining Election Results**

- The elected candidate for the Board of Directors (BOD) and the Supervisory Board is determined by the number of votes, starting from the candidate with the highest vote count until the required number of members is reached.

- If two or more candidates have the same number of votes for the last position, a re-election will be held among those candidates.

- If the required number of BOD/SB members is not reached after the first election, a second election will be held for the remaining candidates.

- If the number of members is still insufficient after the second election, a third election will be held, or the position will remain vacant until a supplementary election at the next General Meeting, as decided by the Presidium.

#### **Article 14. Voting Record and Announcement**

- After the vote counting, the Election Committee must prepare the voting record and announce the results.

- The full voting record must be published before the General Meeting and recorded in the Meeting's Minutes and Resolutions.

- The Election Rules, voting record, and valid/invalid ballots will be archived at the Viet Tri Chemical Joint Stock Company as evidence for the supplementary election of BOD/SB members for the 2024-2029 term.

#### **Article 15. Effectiveness**

- This election regulation takes effect immediately upon approval by the General Meeting of Shareholders of Viet Tri Chemicals Joint Stock Company and is only applicable to the election of additional members to the Board of Directors and the Supervisory Board for the 2024-2029 term at the 2026 Annual General Meeting of Shareholders.

- This regulation consists of 03 chapters and 15 articles and will be publicly read at the General Meeting of Shareholders for voting approval.

#### **Recipients:**

- All Shareholders;
- Filing: Archives, Company Secretary



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



**Le Hoang**

*Appendix 1: Application for Self-Nomination to the Board of Directors*

**THE SOCIALIST REPUBLIC OF VIET NAM**  
**Independence - Freedom - Happiness**

**APPLICATION FOR SELF-NOMINATION  
TO THE BOARD OF DIRECTORS FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

Shareholders' name: .....

ID number:..... Issued by:..... on: .....

Address:.....

Professional qualification: ..... Major:.....

I am a shareholder of Viet Tri Chemical Joint Stock Company, currently holding.....shares (In words .....), accounting for .....% of the Company's total voting shares.

After reviewing the Draft Regulation on the additional election of members of the Board of Directors and the Supervisory Board for the 2024-2029 term of Viet Tri Chemical Joint Stock Company, I would like to self-nominate for the position on the Board of Directors for the 2024–2029 term.

I hereby certify that all the above information and the attached documents are truthful and accurate to the best of my knowledge. If elected, I commit to fulfilling all responsibilities and exercising my rights in accordance with the law and the Company's Charter.

....., *Month (day), 2026*

Attachments:

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

**Shareholders**  
*(Signature and Full name)*

.....

**Appendix 2: Nomination Application – Board of Directors (2024–2029 Term)**

**THE SOCIALIST REPUBLIC OF VIET NAM**  
**Independence - Freedom - Happiness**

**NOMINATION APPLICATION**  
**TO THE BOARD OF DIRECTORS FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

I am shareholder (We are shareholders) of Viet Tri Chemical Joint Stock Company, holding.....shares (In words .....), accounting for .....% of the Company's total voting shares, the details as below:

No.	Full name	ID/ Passport number	Number of shares held	The date of shareholding commencement	Signature
1					
2					
3					
	Total shares				

After reviewing the Draft Regulation on the Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024–2029 term of Viet Tri Chemical Joint Stock Company, I/We hereby nominate the following individual(s) for election to the Board of Directors for the 2024–2029 term. The nominated candidate(s) have been included in the official List of Candidates:

No.	Full name	ID number, issue date and place	Address	Educational background	Number of shares held
1					
2					
3					

We also unanimously appoint (*applicable in case of a group of shareholders making the nomination*)

Mr./Ms.:.....

Shareholder code (if any): .....

ID/Passport number: ..... Issued on (date).....  
by (Issuing Authority) .....

To act as the representative of our group to carry out nomination/self-nomination procedures for the election of a member of the Board of Directors for the 2024–2029 term at the 2026 Annual General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company, in accordance with the Regulations on Additional Election of Members of the Board of Directors the Supervisory Board.

I/We take full responsibility for this nomination and commit to complying with the current provisions of law, the Company’s Charter, and the Regulations on Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024-2029 term.

....., *Month (day), 2026*

**Shareholders**

*(Sign and full name)*

*Appendix 3: Application for Self-Nomination to the Supervisory Board*

**THE SOCIALIST REPUBLIC OF VIET NAM**  
**Independence - Freedom - Happiness**

**APPLICATION FOR SELF-NOMINATION  
TO THE SUPERVISORY BOARD FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

Shareholders' name: .....

ID number:..... Issued by:..... on: .....

Address:.....

Professional qualification: ..... Major:.....

I am a shareholder of Viet Tri Chemical Joint Stock Company, currently holding.....shares (In words .....), accounting for .....% of the Company's total voting shares.

After reviewing the Draft Regulation on the additional election of members of the Board of Directors and the Supervisory Board for the 2024-2029 term of Viet Tri Chemical Joint Stock Company, I would like to self-nominate for the position on the Supervisory Board for the 2024–2029 term.

I hereby certify that all the above information and the attached documents are truthful and accurate to the best of my knowledge. If elected, I commit to fulfilling all responsibilities and exercising my rights in accordance with the law and the Company's Charter.

....., *Month (day), 2026*

Attachments:

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

**Shareholders**  
*(Signature and Full name)*

.....

**Appendix 4: Nomination Application – Supervisory Board (2024–2029 Term)**

**THE SOCIALIST REPUBLIC OF VIET NAM**  
**Independence - Freedom - Happiness**

**NOMINATION APPLICATION**  
**TO THE SUPERVISORY BOARD FOR THE 2024-2029 TERM**

**To: The Board of Directors of Viet Tri Chemical Joint Stock Company**

I am shareholder (We are shareholders) of Viet Tri Chemical Joint Stock Company, holding.....shares (In words .....), accounting for .....% of the Company’s total voting shares, the details as below:

<b>No.</b>	<b>Full name</b>	<b>ID/ Passport number</b>	<b>Number of shares held</b>	<b>The date of shareholding commencement</b>	<b>Signature</b>
1					
2					
3					
	Total shares				

After reviewing the Draft Regulation on the Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024–2029 term of Viet Tri Chemical Joint Stock Company, I/We hereby nominate the following individual(s) for election to the Supervisory Board for the 2024–2029 term. The nominated candidate(s) have been included in the official List of Candidates:

<b>No.</b>	<b>Full name</b>	<b>ID number, issue date and place</b>	<b>Address</b>	<b>Educational background</b>	<b>Number of shares held</b>
1					
2					
3					

We also unanimously appoint (*applicable in case of a group of shareholders making the nomination*)

Mr./Ms.:.....

Shareholder code (if any): .....

ID/Passport number: ..... Issued on (date).....

by (Issuing Authority) .....

To act as the representative of our group to carry out nomination/self-nomination procedures for the election of a member of the Supervisory Board for the 2024–2029 term at the 2026 Annual General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company, in accordance with the Regulations on Additional Election of Members of the Board of Directors and the Supervisory Board.

I/We take full responsibility for this nomination and commit to complying with the current provisions of law, the Company’s Charter, and the Regulations on Additional Election of Members of the Board of Directors and the Supervisory Board for the 2024-2029 term.

....., *Month (day), 2026*

**Shareholders**

*(Sign and full name)*

*Appendix 5: Curriculum vitae*

**THE SOCIALIST REPUBLIC OF VIET NAM**  
**Independence - Freedom - Happiness**

**CURRICULUM VITAE**

*(For Candidates for the Board of Directors of Viet Tri Chemical Joint Stock Company)*

1. Full name: .....
2. Gender: Male  Female
3. Date of birth: .....
4. Nationality: .....
5. ID number: ..... on (date): ..... by (authority): .....
6. Permanent address: .....
7. Phone number: .....
8. Educational background: .....
9. Professional qualification: .....

Degree title	Major	Year of graduation	Training period	Training institution

10. Employment history:

From (year)... to (year)...	Organization	Position

I hereby certify that the above information is true and accurate, and I take full legal responsibility for the information provided.

....., Month (day), 2026

Attachments: (ID card, degrees, etc.)

1. ....
2. ....
3. ....
4. ....
5. ....

**Candidate**  
*(Signature and full name)*

.....

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**NOMINATION FORM FOR MEMBERS OF THE BOARD OF  
DIRECTORS OF VIET TRI CHEMICAL JOINT STOCK COMPANY**

**To: The 2026 General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company**

Shareholder: Vietnam National Chemical Group

Enterprise Registration Certificate No.: 0100100061, first registered on 13 October 2010, 8th amendment registered on 17 September 2025.

Head office address: No. 1A, Trang Tien Street, Cua Nam Ward, Hanoi City, Vietnam.

Legal Representative: **Mr. Nguyen Huu Tu**

Position: President and Chief Executive Officer of Vietnam National Chemical Group

Citizen Identification No.: 030077008403, issued on 13 April 2021 by the Administrative Management of Social Order Police Department.

Currently holding 68.49% of the charter capital of Viet Tri Chemical Joint Stock Company.

We hereby nominate the following candidates to participate in the Board of Directors / Supervisory Board of the Company for the term 2024–2029:

**I. Nominee for the Board of Directors**

**Mr. Le Ngoc Nhan** – Date of birth: 01 November 1970

Citizen Identification No.: 035070003167, issued on 15 October 2024 by the Ministry of Public Security.

Permanent residential address: Lot No. 4, Plot BC2, PG Urban Area, Trang Quan Residential Group, An Hai Ward, Hai Phong City.

**II. Nominee for the Supervisory Board**

**Mr. Le Quang Dung** – Date of birth: 18 January 1997

Citizen Identification No.: 001097090694, issued on 10 July 2021 by the Administrative Management of Social Order Police Department.

Permanent residential address: No. 120, Group 28A, Van Mieu – Quoc Tu Giam Ward, Hanoi City.

Vietnam National Chemical Group undertakes full responsibility for the contents of this nomination.

*Ha Noi, 29 April, 2026*

**LEGAL REPRESENTATIVE**

**Nguyen Huu Tu**



## VIET TRI CHEMICAL JOINT STOCK COMPANY

Song Thao Street, Thanh Mieu Ward, Phu Tho Province

Tel: 0210 3911696 – Fax: 0210 3911512

Email: [info@vitrichem.vn](mailto:info@vitrichem.vn) – Website: <http://www.vitrichem.vn>

### CANDIDATES' BRIEF PROFILES

#### FOR THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD (2024–2029 TERM)

No.	Full name	Date of birth	Current position and organization	Place of Origin	Gender	Qualifications		Remarks
						General Education	Professional Qualification	
<b>1</b>	<b>Board of Directors Candidate</b>							
	Le Ngoc Nhan	01/11/1970	Member of the Board of Directors, Deputy General Director of DAP – VINACHEM JSC	Binh An Commune, Ninh Binh Province	Male	12/12	Bachelor of Chemical Engineering; Bachelor of Economics	Nominated by Vietnam National Chemical Group
<b>2</b>	<b>Supervisory Board Candidate</b>							
	Le Quang Dung	18/01/1997	Planning and Business Department Specialist, Vietnam National Chemical Group	Hoang Phu Commune, Thanh Hoa Province	Male	12/12	Master of Business Administration; Bachelor of Science in Pharmaceutical Chemistry	Nominated by Vietnam National Chemical Group

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**CHARTER OF ORGANIZATION AND OPERATION**  
**VIET TRI CHEMICAL JOINT STOCK COMPANY**

*Phu Tho, June 16, 2026*

## **INTRODUCTION**

This Charter was adopted by the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company pursuant to Resolution No. 24/NQ-ĐHĐCĐ dated June 16, 2026.

### **I. DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Explanation of terms**

1. In this Charter, the terms below are construed as follows

a) Charter Capital means the total par value of shares sold or subscribed for upon the establishment of the joint stock company and as prescribed in Article 6 herein.

b) Voting Capital means share capital under which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders;

c) Enterprise Law means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) Securities Law means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

đ) Vietnam means the Socialist Republic of Vietnam;

e) Establishment Date means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent legal documents);

g) Executive Officer means the General Director, Deputy General Director(s), Chief Accountant, and other executives in accordance with the Company's personnel management delegation system;

h) Enterprise Manager means a manager of the Company, including the Chairman of the Board of Directors, members of the BODs, the General Director, Deputy General Director(s), Chief Accountant and other enterprise managers in accordance with the Company's personnel management delegation system;

i) Related Person means an individual or organization as prescribed in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;

Shareholder means an individual or organization owning at least one share of the joint stock company;

l) Founding Shareholder means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the joint stock company;

m) Major Shareholder means a shareholder as defined in Clause 18, Article 4 of the Securities Law;

n) Operation Term means the duration of operation of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;

o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or legal document shall include any amendments, supplements, or replacement documents thereto.

3. The headings (Sections and Articles of this Charter) are used solely for convenience of reference and shall not affect the interpretation or substance.

## **II. NAME, FORM, HEADQUARTERS AND BRANCH, REPRESENTATIVE OFFICE AND DURATION OF COMPANY OPERATION AND THE LEGAL REPRESENTATIVE**

### **Article 2. Name, form, headquarters and branch, representative office and duration of operation of the company**

1. Company name

- Vietnamese name: VIET TRI CHEMICAL JOINT STOCK COMPANY
- English name: VIET TRI CHEMICAL JOINT STOCK COMPANY
- Abbreviated name: VITRICHEM

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

3. Registered Head Office of the Company

- Address: Song Thao Street, Thanh Mieu Ward, Phu Tho Province
- Tel: 0210 3911 696
- Fax: 0210 3911 512
- E-mail: info@vitrichem.vn
- Website: vitrichem.vn
- The Company's logo is presented below :



4. The Company may establish its branch (es), representative office (s), if necessary, in other provinces or cities of Vietnam or abroad to promote its business activities in accordance with these Articles and in accordance with the legal provisions of Vietnam.

5. Unless termination of operations before the time limit under Clause 2 of Article 54 or extension of operations under Article 55 of this Charter, the duration of operation of the Company since its establishment and is an indefinite term.

### **Article 3. The company's legal representative**

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

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as claimant, defendant, or person with related rights and obligations before arbitral tribunals and courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Enterprise Law and other rights and obligations as prescribed by applicable laws.

3. The legal representative of the Company must reside in Vietnam and shall authorize another person in writing to exercise the rights and perform the obligations of the legal representative in the Company when leaving Vietnam.

4. In the event that the authorization period expires and the legal representative of the Company has not returned to Vietnam and has not granted another authorization, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative of the Company within the scope of the authorization until the legal representative returns to work or until the Board of Directors appoints another person to replace him/her.

## **III. OBJECTIVE AND SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

### **Article 4. Objective of operation of the company**

1. The Company's business lines include:

- Manufacture of basic chemicals;
- Manufacture of special-purpose machinery;
- Wholesale of machinery, equipment and spare parts;
- Other specialized wholesale not elsewhere classified (Details: Excluding the wholesale of pesticides and other chemicals used in agriculture);
- Warehousing and storage.

2. Objective of operation of the company:

- To preserve and develop the investment capital of shareholders;
- To ensure a balance of interests among the State, the Company, shareholders and employees.

**Article 5. Scope of business and operation**

The Company may conduct business activities in accordance with the business lines specified in this Charter, which have been duly registered, any changes thereto have been notified to the business registration authority, and such information has been published on the National Business Registration Portal. In case the Company engages in conditional business investment sectors or trades, it shall satisfy all business conditions as prescribed by the Law on Investment and relevant specialized laws and regulations.

**IV. CHARTER CAPITAL, SHARE AND FOUNDING SHAREHOLDER**

**Article 6. Charter capital, share and founding shareholder**

1. The Charter Capital of the Company is:

In figures: VND 274,700,460,000

In words: Two hundred seventy-four billion seven hundred million four hundred sixty thousand Vietnamese Dong.

The total Charter Capital of the Company is divided into 27,470,046 shares with a par value of VND 10,000 per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date of adoption of this Charter, the Company has 27,470,046 ordinary shares. The rights and obligations of shareholders holding each class of shares are prescribed in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares shall be offered first to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be disposed of as determined by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms and conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.

6. The Company may repurchase shares issued by itself in the manner provided for in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with applicable laws.

#### **Article 7. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and class of shares owned.

2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in a portion of the share capital of the issuing organization. A share certificate shall contain all particulars prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 05 days from the date of submission of complete dossiers to request the transfer of ownership of shares in accordance with Company regulations or within 02 months (or other period specified by issuance provisions) from the date of full payment to purchase shares as specified in the plan to issue shares of the Company, the holders of shares are issued stock certificate. The shareholders do not have to pay to the Company the cost of printing stock certificates.

4. Where a share certificate is lost, damaged, or destroyed in any other form, the shareholder may request the Company to issue a replacement share certificate. Such request shall contain the following particulars:

a) Details of the share certificate that has been lost, damaged, or otherwise destroyed;

b) A commitment to bear full responsibility for any disputes arising from the issuance of the replacement share certificate.

#### **Article 8. Other securities certificates**

Bond certificates or other certificates of securities of the Company (except for the offering letter, temporary certificates and similar documents) are issued with the seal and signature of the legal representative of the company.

#### **Article 9. Share transfer**

1. All shares are freely transferable unless otherwise specified by this Charter and other legal provisions. The stocks listed on the Stock Exchange are transferred under the regulations of the law on securities and securities market.

2. The shares that have not been fully paid are not transferable and enjoyed relevant benefits such as the right to receive dividends, the right to receive shares issued to increase the share capital from the owner's equity, the right to buy new shares offered for sale.

### **Article 10. Share recovery**

1. Where shareholders do not make in full and in due time payment to purchase shares, the Board of Directors shall notify and have the right to request those shareholders to pay the remaining amount and the costs arising to the company due to not making sufficient payment.

2. The above payment notice must specify the new payment period (a minimum of seven (07) days from the date of notice), place of payment and the notice must specify the case of non-payment as required, the number of shares not yet paid will be recovered.

3. The Board of Directors has the right to recover the shares not paid in full and in due time in case the requirements in the notice are not implemented.

4. Shares recovered are considered the shares with the offering right. The Board of Directors may directly or authorize the sale, redistribution or settlement for people who own shares recovered or other subjects under the conditions and ways which the Board of Directors think appropriate.

5. Shareholders holding shares recovered must give up capacity as shareholders of those shares, but still pay all the relevant amount at the time of recovery by decision of the Board of Directors from the date of recovery until the date of making payment. The Board of Directors reserves the right to decide on the enforcement of payment of the total value of stocks at the time of recovery.

6. The recovery notice is sent to the shareholders recovered withdrawn prior to the time of recovery. The recovery is still valid even in case of shortcoming or negligence in sending notice.

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

### **Article 11. Organizational structure, management and control**

Organizational structure, management and control includes:

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

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

### **Article 12. Rights of shareholders**

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly, through authorized representatives, or by other means as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one vote.

b) To receive dividends by the decision of the General Meeting of Shareholders.

c) To have priority to purchase newly offered stocks correspond to the ratio of common shares they own in Company.

d) To freely transfer his/her shares to any individual or organization, except as otherwise provided in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises, and other applicable laws and regulations.

đ) To review, look up and extract information related to the shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request the modification of incorrect information.

e) To review, look up and extract or photocopy the Company Charter, book of minutes and resolutions of the General Meeting of Shareholders

g) In case the company is dissolved or goes bankrupt, the shareholders shall receive a portion of the remaining assets in proportion to the number of shares contributed to the company.

h) To require the Company to buy back their shares in cases prescribed by the Enterprise Law.

i) To receive equal treatment. Shares of the same class shall carry equal rights, obligations, and benefits for their holders. Where the Company issues different classes of preference shares, the rights and obligations attached thereto shall be approved by the General Meeting of Shareholders and fully disclosed to all shareholders.

k) To be provided with full access to periodic and ad hoc information disclosed by the Company in accordance with the provisions of applicable laws.

l) To have his/her/its legitimate rights and interests protected and to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Enterprise Law.

m) Other rights as prescribed in this Charter.

2. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

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

b) To examine, inspect and extract minutes, resolutions and decisions of the Board of Directors, financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade and business secrets;

c) To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company. Such request must be made in writing and contain information as required by law;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least three (3) working days prior to the opening date of the meeting;

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

3. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates shall be conducted as follows:

a) Shareholders forming a group for the purpose of nominating candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the General Meeting of Shareholders of such grouping before the meeting commences.

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this Clause may nominate one or more candidates in accordance with the decision of the General Meeting of Shareholders. Any unfilled nominations may be made by the Board of Directors, the Supervisory Board and other shareholders.

### **Article 13. Obligations of shareholders**

The common shareholders have the following duties

1. To make payment for the shares subscribed as prescribed

2. A shareholder shall not withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or acquired by another person.

Where a shareholder withdraws part or all of the share capital contributed in violation of this provision, such shareholder and any related person having an interest in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. To comply with the Charter and the rules of the Company;

4. To abide by the decision of the General Meeting of Shareholders and the Board of Directors

5. To maintain the confidentiality of information provided by the Company in accordance with this Charter and applicable laws; to use such information solely for the purpose of exercising and protecting his/her/its lawful rights and interests; and not to disclose, reproduce or transmit such information to any third party.

6. To participate in meetings of the General Meeting of Shareholders and exercise voting and election rights by the following means:

- a) To attend and vote/elect in person at the meeting;
- b) To authorize another individual or organization to attend and vote/elect on his/her/its behalf at the meeting;
- c) To attend and vote/elect through online conferences, electronic voting or other electronic means;
- d) To submit voting/election ballots to the meeting by mail, fax or email;
- đ) To submit voting/election ballots by other means as permitted by law.

7. To take personal responsibilities in the name of the Company in any form to perform one of the following acts:

- a) To violate law.
- b) To conduct the business and other transactions for personal benefits or serving benefits of other individuals.
- c) To make undue payment of debts before the financial risk can occur for the company.

8. To complete other obligations as prescribed by the current law

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

1. General Meeting of Shareholders is the highest agency of the Company. The annual General Meeting of Shareholders is held once a year (01). The General Meeting of Shareholders must hold annual meeting for a period of four (04) months from the end dated of the financial year. The Board of Directors may decide to extend the holding of the Annual General Meeting of Shareholders where necessary, provided that such meeting is held within six (6) months from the end of the fiscal year.

In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings.

The venue of a General Meeting of Shareholders shall be the location where the Chairperson presiding over the meeting is present and must be within the territory of Vietnam.

2. The Board of Director shall convene the Annual General Meeting of Shareholders and selection of appropriate site. The annual General Meeting of Shareholders shall decide the issues as prescribed by law and the Charter of the Company, particularly through the annual financial statements and estimates for the next financial year. The independent auditors may be invited to attend the meeting to advise the adoption of the annual financial report.

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

a) The Board of Directors deems it necessary for the benefit of the Company.

b) When the number of members of the Board of Directors, Supervisor Boards is less than the number of members prescribed by law.

c) Upon the request of a shareholder or a group of shareholders holding the rights specified in Clause 2, Article 115 of the Law on Enterprises. require to convene a General Meeting of Shareholders in writing. The requirement to convene the General Meeting of Shareholders must state the reason and purpose of the meeting with adequate signature of the shareholder concerned or a written request shall be made in multiple copies, each of which must be signed by minimum of one shareholder concerned.

d) According to the requirements of the Supervisory Board;

đ) Other cases prescribed by law and the company's Charter.

4. To convene the extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls to the level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request referred to in Points c and d, Clause 3 of this Article.

b) If the Board fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4, this Article, within the following thirty (30) days, the Supervisory Board must replace the Board of Directors and convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law.

c) Where the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article shall have the right to request the Company's legal representative to convene the General Meeting of Shareholders in accordance with the Law.

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders. All expenses incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include the costs incurred by shareholders attending the meeting, including accommodation, meals and travel expenses.

d) The procedures for convening and conducting a General Meeting of Shareholders shall be carried out in accordance with Clause 5, Article 140 of the Enterprise Law.

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

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

- a) To approve the Company's development strategy;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and Supervisors;
- d) To decide on investments or disposals of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- đ) To amend and supplement the Charter of the Company;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h) To consider and deal with violations committed by members of the Board of Directors and Supervisors causing damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To determine the budget or total remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board;
- l) To approve, amend and supplement the Internal Corporate Governance Regulations, the Regulations on Operation of the Board of Directors and the Supervisory Board;

m) To approve the list of accepted auditing firms; to appoint or dismiss an accepted auditing firm to audit the Company's operations when deemed necessary;

n) Other rights and obligations as prescribed by law.

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

a) The annual business plan of the Company;

b) The audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each member thereof;

d) Reports of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;

đ) Self-assessment reports of the Supervisory Board and Supervisors;

e) Dividend rates for each class of shares;

g) The number of members of the Board of Directors and the Supervisory Board;

h) The election, dismissal and removal of members of the Board of Directors and Supervisors;

i) The budget or total remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board;

k) Approval of the list of accepted auditing firms and the appointment of an accepted auditing firm to audit the Company's operations when deemed necessary;

l) Amendments and supplements to the Charter of the Company;

m) The classes and number of newly issued shares of each class and the transfer of shares by founding shareholders within the first three (3) years from the date of establishment;

n) The division, separation, consolidation, merger or conversion of the Company;

o) The reorganization, dissolution (liquidation) of the Company and the appointment of liquidators;

p) Investments or disposals of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;

q) The repurchase of more than ten percent (10%) of the total issued shares of each class;

r) Contracts and transactions entered into by the Company with persons specified in Clause 1, Article 167 of the Enterprise Law, having a value equal to or exceeding thirty-five percent (35%) of the Company's total assets as recorded in the most recent financial statements;

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

t) Approval, amendment and supplementation of the Internal Corporate Governance Regulations, the Regulations on Operation of the Board of Directors and the Regulations on Operation of the Supervisory Board;

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. Proxy Attendance at the General Meeting of Shareholders**

1. A shareholder or an authorized representative of an institutional shareholder may attend a General Meeting of Shareholders in person, authorize one or more individuals or organizations to attend on his/her/its behalf, or participate through any of the methods specified in Clause 3 of this Article.

A shareholder holding less than ten percent (10%) of the total ordinary shares may appoint one (01) proxy. A shareholder holding ten percent (10%) or more of the total ordinary shares may appoint up to five (05) proxies, provided that the shares represented by each proxy are not less than ten percent (10%) of the ordinary shares authorized. Where more than one proxy is appointed, the number of shares and voting rights represented by each proxy must be specified. If no allocation is specified, the shares and voting rights shall be divided equally among the proxies.

2. Any proxy appointment must be made in writing in accordance with applicable civil laws and shall specify the shareholder, the proxy, the number of shares represented, the scope and term of authorization, and bear the signatures of both the principal and the proxy.

The proxy holder must submit the proxy authorization upon registration for attendance. In the case of re-authorization, the attendee must also present the original authorization document, unless previously registered with the Company.

3. A shareholder shall be deemed to attend and vote at a General Meeting of Shareholders if he/she/it:

a) Attends and votes in person;

b) Authorizes another individual or organization to attend and vote on his/her/its behalf;

c) Participates and votes through online meetings, electronic voting or other electronic means;

d) Submits voting ballots by mail, fax or email;

d) Submits voting ballots by other means permitted under this Charter.

4. Votes cast by a proxy within the scope of authorization shall remain valid unless:

a) The principal dies, loses legal capacity or has restricted legal capacity;

b) The principal revokes the proxy appointment; or

c) The principal revokes the authority granted to the proxy.

This provision shall not apply if the Company receives notice of any such event before the opening of the General Meeting of Shareholders or any reconvened meeting.

### **Article 17. Change of rights**

1. Any amendment to or cancellation of the special rights attached to a class of preference shares shall be effective only upon approval by shareholders holding at least sixty-five percent (65%) of the ordinary shares present at the General Meeting of Shareholders and by shareholders holding at least seventy-five percent (75%) of the voting rights attached to such class of preference shares.

2. A meeting of shareholders holding a class of preference shares to approve any amendment to or cancellation of the rights attached to such class shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class.

If the required quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter. In such case, the shareholders of that class present in person or by proxy, regardless of the number of attendees and shares represented, shall constitute a valid quorum.

At any meeting of shareholders holding a class of preference shares, any shareholder presents in person or by proxy may request voting by secret ballot. Each share of the same class shall carry one vote and equal voting rights at such meetings.

3. Procedures for conducting such separate meeting shall be made similar to the provisions in Article 19, 20 and Article 21 of this Charter.

4. Unless otherwise specified in the terms of issue, the special rights attached to a class of preference shares relating to the distribution of the Company's profits or assets shall not be affected by the issuance of additional shares of the same class.

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

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

2. The convener of the General Meeting of Shareholders shall:

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

b) Prepare the agenda, meeting contents;

c) Prepare documents for the meeting;

d) Prepare draft resolutions for matters to be submitted to the meeting;

đ) Determine the time and venue of the meeting;

e) Send the notice of meeting to all shareholders entitled to attend;

g) Perform other tasks necessary for the organization of the meeting.

3. The convener of the GMS must send the notice of invitation to all shareholders entitled to attend the meeting as recorded in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date on which the notice is validly sent or dispatched).

The agenda of the GMS and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where such documents are not enclosed with the notice of invitation to the GMS, the notice must clearly specify the link to the complete set of meeting documents to enable shareholders to access them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list of candidates and detailed information on each candidate, in the case of election of members of the Board of Directors or Controllers;

c) Voting ballots/election ballots;

d) Draft resolutions for each matter included in the meeting agenda.4. A shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter may propose matters for inclusion in the meeting agenda. Such proposal must be made in writing and submitted to the Company at least seven (7) working days prior to the opening date of the meeting.

5. The convener may reject a proposal if:

a) It is not submitted in accordance with Clause 4 of this Article;

b) The proposing shareholder(s) do not satisfy the minimum shareholding requirement prescribed in Clause 2, Article 12 of this Charter;

c) The proposed matter falls outside the authority of the General Meeting of Shareholders; or

d) Other cases as prescribed by law or this Charter.

6. The convener shall include a valid proposal in the proposed agenda and meeting contents, except in the cases specified in Clause 5 of this Article. Such proposal shall be officially included in the agenda if approved by the General Meeting of Shareholders.

### **Article 19. Quorum for Meetings of the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders shall be validly convened and conducted when the shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

2. If the first meeting fails to satisfy the quorum requirement set out in Clause 1 of this Article, a notice convening a second meeting shall be issued within thirty (30) days from the scheduled date of the first meeting. The second meeting shall be validly convened and conducted when the shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting fails to satisfy the quorum requirement set out in Clause 2 of this Article, a notice convening a third meeting shall be issued within twenty (20) days from the scheduled date of the second meeting. The third meeting shall be validly convened and conducted irrespective of the number of voting shares represented by the shareholders attending the meeting.

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

1. Prior to the opening of the meeting, the Company shall carry out the registration procedures for shareholders and shall continue such registration until all shareholders entitled to attend the meeting who are present have completed their registration, in accordance with the following procedures:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card/voting ballot/election ballot stating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by votes in favour, against, and abstention. The vote-

counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote-counting process upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) A shareholder, the authorized representative of an institutional shareholder, or an authorized proxy arriving after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote/elect at the meeting immediately upon registration. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters that have already been voted on/elected before such registration shall remain unchanged.

2. The election of the Chairperson, Secretary, Shareholder Eligibility Verification Committee/Shareholder Representative Verification Committee, and Vote Counting Committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves as the Chairperson of the meeting by majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

b) Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

c) The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting and a Shareholder Eligibility Verification Committee to serve the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session.

4. The Chairperson may take all necessary and reasonable measures to ensure the orderly conduct of the meeting in accordance with the approved agenda, including seating arrangements, security measures and facilitating shareholders' participation. The convener may adopt additional measures deemed necessary for the proper conduct of the meeting.

5. The General Meeting of Shareholders shall discuss and vote separately on each matter included in the agenda. Voting shall be conducted by approval, disapproval or abstention. Voting results shall be announced before the closing of the meeting.

6. Shareholders or proxies arriving after the commencement of the meeting may register and participate in voting immediately upon registration. Any resolutions adopted prior to their registration shall remain valid.

7. The convener or the Chairperson may:

a) Require attendees to comply with lawful and reasonable security and inspection procedures;

b) Request competent authorities to maintain order and remove any person who disrupts the meeting, obstructs its proceedings or fails to comply with security requirements.

8. The Chairperson may adjourn a duly convened meeting for no more than three (3) working days from the scheduled opening date and may change the meeting venue only where:

a) The venue lacks adequate seating capacity;

b) Communication facilities are insufficient to enable shareholders to participate, discuss and vote; or

c) Disruptive conduct threatens the fairness or legality of the meeting.

9. If the Chairperson adjourns or suspends the meeting contrary to Clause 8 of this Article, the General Meeting of Shareholders may elect another attendee to chair the meeting until its conclusion, and all resolutions adopted at such meeting shall remain valid and enforceable.

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

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

1. Resolutions on the following matters shall be adopted upon the affirmative vote of shareholders representing at least sixty-five percent (65%) of the total votes of shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:

- a) Classes of shares and the total number of shares of each class;
- b) Changes to the Company's business lines and sectors;
- c) Changes to the Company's management and organizational structure;
- d) Investment projects or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the Company's total assets as stated in the most recent financial statements;
- đ) Reorganization or dissolution of the Company.

2. Resolutions on matters other than those specified in Clause 1 of this Article shall be adopted upon the affirmative vote of shareholders representing more than fifty percent (50%) of the total votes of shareholders attending and voting at the meeting, except as otherwise provided by Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting. Each shareholder shall have a number of votes equal to the number of shares held multiplied by the number of positions to be elected and may allocate all or part of such votes to one or more candidates. Candidates receiving the highest number of votes shall be elected in descending order until all positions are filled. In the event of a tie for the final position, a re-election shall be conducted among the tied candidates or the selection shall be made in accordance with the Company's election regulations.

4. Any resolution of the General Meeting of Shareholders approved by shareholders representing one hundred percent (100%) of the total voting shares shall be valid and effective notwithstanding any non-compliance with the procedures for convening the meeting or adopting such resolution under the Enterprise Law or this Charter.

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

1. The Board of Directors may obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders, except for matters specified in Clause 2, Article 147 of the Enterprise Law, including:

- a) Amendments to the Charter;

- b) The Company's development strategy;
- c) Classes of shares and the total number of shares of each class;
- d) Election, dismissal or removal of members of the Board of Directors and the Supervisory Board;
- đ) Investment projects or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the Company's total assets as stated in the most recent financial statements;
- e) Approval of annual financial statements; and
- g) Reorganization or dissolution of the Company.

2. The Board of Directors shall prepare voting forms, draft resolutions and supporting documents and send them to all voting shareholders at least fifteen (15) days before the deadline for returning the voting forms. The delivery of such documents shall comply with Clause 3, Article 18 of this Charter.

3. The written opinion solicitation form must contain the following principal contents:

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

4. Shareholders may return completed written opinion solicitation forms to the Company by mail, fax, or email in accordance with the following provisions:

- a) In the case of submission by mail, the completed written opinion solicitation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The written opinion solicitation form sent to the Company must be

enclosed in a sealed envelope and may not be opened by any person prior to the vote counting;

b) In the case of submission by fax or email, the written opinion solicitation form sent to the Company must be kept confidential until the time of vote counting;

c) Written opinion solicitation forms received by the Company after the deadline specified in the form, or opened before vote counting in the case of submission by mail, or disclosed before vote counting in the case of submission by fax or email, shall be invalid. Any written opinion solicitation form not returned to the Company shall be deemed a non-participating vote.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

a) Name, address of the head office, and enterprise identification number of the Company;

b) Purpose of the solicitation of opinions and matters submitted for approval by resolution;

c) Number of shareholders and total number of voting rights participating in the voting, specifying the number of valid votes and invalid votes, and the method of submission of voting forms, together with an appendix containing the list of shareholders participating in the voting;

d) Total number of votes in favour, against, and abstaining with respect to each matter;

đ) Matters approved and the corresponding approval ratio;

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

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolutions shall be sent to shareholders within fifteen (15) days from the completion of the vote counting. The sending of the vote-counting minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of the vote counting.

7. Completed written opinion solicitation forms, vote-counting minutes, adopted resolutions, and documents enclosed with the written opinion solicitation forms shall be retained at the Company's head office.

8. A resolution adopted by way of written solicitation of shareholders' opinions shall be passed if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all voting shareholders and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. All meetings of the General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. The minutes shall contain the principal information required by law, including:

- a) The Company's name, head office address and enterprise registration number;
- b) The time and venue of the meeting;
- c) The meeting agenda and contents;
- d) The names of the Chairperson and Secretary;
- đ) A summary of the proceedings and opinions expressed at the meeting;
- e) The number of attending shareholders and total voting rights represented;
- g) Voting results for each matter, including valid votes, invalid votes, votes in favor, votes against and abstentions;
- h) Election results for each candidate (if applicable);
- i) Matters approved and the corresponding approval ratios; and
- k) The names and signatures of the Chairperson and Secretary.

2. If the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all information required by this Clause.

The minutes must be completed and approved before the closing of the meeting. The Chairperson, Secretary and any person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents thereof.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any inconsistency, the Vietnamese version shall prevail.

4. Resolutions, meeting minutes, attendance lists, proxy documents and related meeting materials shall be disclosed and retained at the Company's head office in accordance with applicable laws on information disclosure.

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

Within ninety (90) days from the date of receipt of a resolution, meeting minutes, or vote-counting results of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law may request a Court or Arbitration Tribunal to review and cancel all or part of such resolution in the following cases:

1. The procedures for convening the meeting or adopting the resolution seriously violate the Enterprise Law or the Charter of the Company, except as provided in Clause 4, Article 21 of this Charter.
2. The contents of the resolution violate applicable laws or this Charter.

## **VII. BOARD OF DIRECTORS**

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

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

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions held (including positions as members of the board of directors of other companies);
- đ) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed by the Company's Charter;
- g) The Company shall be responsible for disclosing information on companies in which the candidate holds the position of member of the board of directors, other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the

Company's Charter. Shareholders holding ordinary shares may aggregate their voting rights for the purpose of nominating candidates to the Board of Directors.

A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%), up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%), up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%), up to six (06) candidates; from seventy percent (70%) to eighty percent (80%), up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%), up to eight (08) candidates.

3. Where the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Any additional candidates nominated by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the qualifications and conditions prescribed by Article 155 of the Enterprise Law and this Charter.

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

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. Where all members of the Board of Directors simultaneously expire their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties..

3. Composition of the Board of Directors:

3.1. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. The number of non-

executive members of the Board of Directors of a public company must satisfy the following requirements:

- a) At least one (01) non-executive member where the Board of Directors comprises from three (03) to five (05) members;
- b) At least two (02) non-executive members where the Board of Directors comprises from six (06) to eight (08) members;
- c) At least three (03) non-executive members where the Board of Directors comprises from nine (09) to eleven (11) members.

3.2. The total number of independent members of the Board of Directors must comply with the applicable legal requirements:

- a) At least one (01) independent member where the Company has from three (03) to five (05) members of the Board of Directors;
- b) At least two (02) independent members where the Company has from six (06) to eight (08) members of the Board of Directors;
- c) At least three (03) independent members where the Company has from nine (09) to eleven (11) members of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if he/she is removed from office, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

6. A member of the Board of Directors is not necessarily required to be a shareholder of the Company.

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

1. The Board of Directors is the governing body of the Company and has full authority, on behalf of the Company, to exercise and perform all rights and obligations of the Company, except those reserved for the General Meeting of Shareholders.

2. The Board of Directors shall exercise the rights and duties prescribed by law, this Charter and resolutions of the General Meeting of Shareholders, including:

- a) Deciding the Company's strategy, medium-term development plans and annual business plans;
- b) Proposing classes and quantities of shares authorized for issuance;

- c) Deciding on the issuance of shares and other forms of capital mobilization within its authority;
- d) Determining the issuance price of shares and bonds;
- đ) Deciding on share repurchases in accordance with law;
- e) Approving investment plans and projects within its authority;
- g) Deciding market development, marketing and technology strategies;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;
- i) Electing, dismissing and removing the Chairman of the Board; appointing, dismissing and determining remuneration and benefits of the General Director, Deputy General Directors, Chief Accountant and other managers;
- k) Supervising and directing the General Director and other managers in the conduct of daily business operations;
- l) Deciding the organizational structure, internal management regulations, establishment of subsidiaries, branches and representative offices, and investments in other enterprises;
- m) Approving agendas and documents for General Meetings of Shareholders and convening meetings or written consultations of shareholders;
- n) Submitting audited annual financial statements to the General Meeting of Shareholders;
- o) Recommending dividend levels and deciding dividend payment procedures or loss treatment measures;
- p) Proposing the reorganization, dissolution or bankruptcy of the Company;
- q) Issuing internal governance regulations, regulations on operation of the Board of Directors and information disclosure regulations after approval by the General Meeting of Shareholders where required;
- r) Requesting the General Director and other managers to provide timely, complete and accurate information and documents regarding the Company's financial position and business operations;
- s) Exercising other rights and duties prescribed by the Enterprise Law, the Securities Law, other applicable laws and this Charter.

3. The Board of Directors shall report its activities and performance to the General Meeting of Shareholders in accordance with applicable laws.

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

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The total remuneration and bonus fund for the Board of Directors shall be approved annually by the General Meeting of Shareholders.

3. Remuneration paid to Board members shall be treated as operating expenses of the Company in accordance with applicable tax laws, separately disclosed in the annual financial statements and reported to the General Meeting of Shareholders.

4. Board members holding executive positions, serving on Board committees, or performing duties beyond their ordinary responsibilities may receive additional remuneration, salary, commission, profit-sharing or other benefits as determined by the Board of Directors.

5. Board members are entitled to reimbursement of reasonable expenses incurred in performing their duties, including travel, accommodation and attendance costs for meetings of the General Meeting of Shareholders, the Board of Directors and its committees.

6. Subject to approval by the General Meeting of Shareholders, the Company may purchase liability insurance for Board members, excluding liabilities arising from violations of law or 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 shall not concurrently hold the position of General Director.

3. The Chairman shall have the following rights and duties:

- a) Organizing and planning the activities of the Board of Directors;
- b) Preparing agendas, documents and convening and chairing meetings of the Board of Directors;
- c) Organizing the adoption of resolutions and decisions of the Board;
- d) Supervising the implementation of resolutions and decisions of the Board;
- đ) Presiding over meetings of the General Meeting of Shareholders;
- e) Exercising other rights and duties as prescribed by law and this Charter.

4. In the event of resignation, dismissal or removal of the Chairman, the Board of Directors shall elect a replacement within ten (10) days from the relevant date.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairman of the Board of Directors.

In the event that no such authorization is granted, or where the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation establishment or a compulsory educational institution, absconds from his/her place of residence, has limited legal capacity or has lost civil act capacity, experiences difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one of themselves to serve as Chairman of the Board of Directors in accordance with the principle of majority approval of the remaining members, until a new decision of the Board of Directors is issued.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the new Board within seven (7) working days from the completion of the election of Board members.

2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings when necessary.

3. The Chairman shall convene a Board meeting upon request of:

- a) The Supervisory Board or an independent Board member;
- b) The General Director or at least five (05) other managers; or
- c) At least two (02) Board members.

4. Requests for a Board meeting must be made in writing, stating the purpose and matters requiring discussion and decision.

5. The Chairman shall convene the meeting within seven (7) working days from receipt of a valid request. Failure to do so shall render the Chairman liable for any resulting damage, and the requesting parties may convene the meeting in his/her place.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation to the meeting no later than three (03) working days prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda,

and the matters to be discussed and decided. The notice of invitation must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods, provided that it reaches the registered contact address of each member of the Board of Directors as recorded by the Company.

7. Meeting notices and accompanying documents shall also be provided to Supervisors. Supervisors may attend and participate in discussions but shall not have voting rights.

8. A Board meeting shall be valid if attended by at least three-quarters (3/4) of the total number of Board members. If the first meeting lacks quorum, a second meeting may be convened within seven (7) days and shall be valid if attended by more than one-half of the Board members.

9. A Board member shall be deemed present and voting if he/she:

- a) Attends and votes in person;
- b) Authorizes another person to attend and vote on his/her behalf in accordance with this Charter;
- c) Participates and votes through video conference, electronic voting or other electronic means;
- d) Submits voting forms by mail, fax or email; or
- đ) Uses any other method permitted by law.

10. Voting forms sent by mail must be sealed and delivered to the Chairman at least one (1) hour before the opening of the meeting and shall be opened only in the presence of all attendees.

11. Board members are expected to attend all meetings. A member may authorize another person to attend and vote on his/her behalf only with the approval of a majority of the Board members.

12. Resolutions and decisions of the Board of Directors shall be adopted by a majority of attending members. In the event of a tied vote, the Chairman shall have the casting vote.

### **Article 31. Committees under the Board of Directors**

1. The Board of Directors may establish specialized committees responsible for strategy and development, human resources, remuneration, internal audit, risk management, and other necessary areas. Each committee shall have at least three (03) members, including members of the Board of Directors and, where appropriate, external members. Independent or non-executive members should constitute the majority, and the Committee

Chairperson shall be appointed by the Board of Directors. Committees shall operate in accordance with regulations issued by the Board of Directors. A committee resolution shall be adopted upon approval by a majority of attending members.

2. The operation of committees and the implementation of resolutions and decisions of the Board of Directors must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

**Article 32. Corporate Governance Officer and Company Secretary**

1. The Board of Directors shall appoint at least one (01) Corporate Governance Officer to assist in the Company's governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with applicable laws.

2. The Corporate Governance Officer shall not concurrently work for the auditing organization that is conducting the audit of the Company's financial statements.

3. The Corporate Governance Officer shall have the following principal rights and obligations:

a) To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

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

c) To advise on meeting procedures;

d) To attend meetings;

đ) To advise on the procedures for preparing resolutions of the Board of Directors in compliance with the provisions of law;

e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Controllers;

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

h) To act as the contact point with stakeholders;

i) To maintain confidentiality of information in accordance with the provisions of law and the Company's Charter;

k) To perform other rights and obligations as prescribed by law and this Charter.

## **VIII. GENERAL DIRECTOR, OTHER MANAGERS**

### **Article 33. Management Structure**

The Company shall establish a management structure operating under the supervision and direction of the Board of Directors and accountable to the Board for the Company's day-to-day operations. The management structure includes the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed, dismissed, or removed by resolution or decision of the Board of Directors.

### **Article 34. Executive Officers**

1. The executive officers of the Company shall include the General Director, Deputy General Directors, Chief Accountant, and other executive officers in accordance with the Company's personnel management decentralization.

2. Upon the recommendation of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executive officers in such number and with such qualifications as are appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving its objectives in operations and organization.

3. The General Director shall be entitled to salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

4. Salaries of executive officers shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at its annual meeting.

5. The term of office of the General Director, Deputy General Directors, and Chief Accountant shall not exceed five (05) years and they may be reappointed for an unlimited number of terms. The General Director, Deputy General Directors, and Chief Accountant must satisfy the criteria and conditions prescribed by law and this Charter.

### **Article 35. Appointment, Dismissal, Rights and Obligations of the General Director**

1. The Board of Directors shall appoint either a member of the Board of Directors or another qualified individual to serve as General Director.

2. The General Director shall manage the Company's day-to-day business operations, be subject to the supervision of the Board of Directors, and be accountable to the Board of Directors and the law for the performance of assigned rights and obligations.

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

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

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans;

d) To propose plans on the organizational structure and internal management regulations of the Company;

đ) To appoint, dismiss, and remove managers of the Company, except for positions falling 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 General Director;

g) To recruit employees;

h) To propose plans for dividend payment or the handling of business losses;

i) To exercise other rights and perform other obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

4. The Board of Directors may dismiss the General Director and appoint a replacement by a resolution approved by a majority of attending members entitled to vote.

## **IX. SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy of Supervisors**

1. The nomination and self-nomination of candidates for the Board of Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2 Article 25 of this Charter, specifically as follows:

Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (03) candidates; from forty percent (40%) to less than fifty

percent (50%), up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%), up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%), up to six (06) candidates; from seventy percent (70%) to eighty percent (80%), up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%), up to eight (08) candidates.

2. In the event that the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient to meet the required number, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. Any additional candidates nominated by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with applicable laws.

### **Article 37. Composition of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and may be renewed without limitation.

2. Supervisors must satisfy the qualifications and conditions prescribed by law and must not:

- a) Work in the accounting or finance department of the Company; or
- b) Be members or employees of the independent auditing firm auditing the Company's financial statements within the preceding three (03) years.

3. A Supervisor may be removed from office if:

- a) He/she no longer satisfies the required qualifications and conditions;
- b) He/she resigns and such resignation is accepted; or
- c) Other cases prescribed by law or this Charter.

4. A Supervisor may be dismissed if:

- a) He/she fails to perform assigned duties;
- b) He/she fails to exercise rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) He/she seriously or repeatedly breaches obligations prescribed by law or this Charter; or
- d) Other cases decided by the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members by majority vote. More than half of the

Supervisors must reside in Vietnam. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a related field.

2. The Head of the Supervisory Board shall:

- a) Convene meetings of the Supervisory Board;
- b) Request information from the Board of Directors, General Director, and other managers;
- c) Prepare and sign reports of the Supervisory Board for submission to the General Meeting of Shareholders.

### **Article 39. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall exercise the rights and obligations prescribed by law and the following:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms eligible to audit the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations, and to dismiss an approved auditor when deemed necessary.

2. To be accountable to shareholders for its supervisory activities.

3. To supervise the financial situation of the Company and the compliance with laws by members of the Board of Directors, the General Director, and other managers in the performance of their duties.

4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

5. Where any violation of law or of the Company's Charter by a member of the Board of Directors, the General Director, or another executive officer of the Company is discovered, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and take measures to remedy the consequences thereof.

6. To formulate the Operating Regulations of the Board of Supervisors and submit the same to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access the Company's records and documents maintained at the head office, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours.

9. To have the right to require the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents relating to the management, administration, and business operations of the Company.

10. To exercise other rights and perform other obligations as prescribed by law and this Charter.

**Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least twice a year. A meeting is valid when attended by at least two-thirds (2/3) of its members. Minutes of meetings must be prepared, signed by attendees, and retained in accordance with regulations.

2. The Supervisory Board may require members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend meetings and provide explanations on relevant matters.

**Article 41. Remuneration, Bonuses and Other Benefits of Supervisors**

1. Supervisors shall receive remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders, which shall also approve the annual operating budget of the Supervisory Board.

2. Supervisors are entitled to reimbursement of reasonable expenses, including travel, accommodation, and independent advisory service costs. Such expenses shall not exceed the annual budget approved by the General Meeting of Shareholders unless otherwise decided.

3. Remuneration and operating expenses of the Supervisory Board shall be recorded as operating expenses of the Company in accordance with applicable laws and disclosed separately in the annual financial statements.

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

Members of the Board of Directors (BOD), the Board of Supervisors (BOS), the General Director and other executives shall perform their duties honestly, prudently and in the best interests of the Company.

**Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. BOD members, BOS members, the General Director and other managers shall disclose related interests in accordance with applicable laws.

2. Persons specified above may use information obtained by virtue of their positions solely for the benefit of the Company.

3. They shall promptly disclose to the BOD and BOS any transaction between the Company (or its subsidiaries/controlled companies) and themselves

or their related persons. Approved transactions shall be disclosed in accordance with securities regulations.

4. A BOD member shall not vote on any transaction in which he/she or a related person has an interest.

5. Internal information of the Company shall not be used or disclosed for personal gain or securities transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, and individuals or organizations related to such persons shall not be rendered invalid in the following cases:

a) In respect of transactions with a value equal to or less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, or other executive officers, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors having no related interests;

b) In respect of transactions with a value exceeding thirty-five percent (35%) of the total assets recorded in the most recent financial statements, or transactions resulting in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements, the material contents of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, or other executive officers, have been disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interests;

c) Loan agreements or asset sale transactions with a value exceeding ten percent (10%) of the total assets recorded in the most recent financial statements between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares, or a related person of such shareholder, have been disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interests.

#### **Article 43. Liability and Indemnification**

1. BOD members, BOS members, the General Director and other executives shall be liable for losses caused by breaches of their duties of loyalty, care and diligence.

2. The Company shall indemnify current or former BOD members, BOS members, the General Director, executives, employees and authorized representatives against claims, lawsuits or proceedings arising from the performance of their duties, provided they acted honestly, prudently, in the Company's best interests and in compliance with law.

3. Indemnification may include judgments, fines, settlements and reasonable legal expenses. The Company may purchase liability insurance for such persons to cover these risks.

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

### **Article 44. Right to Inspect Books and Records**

1. Ordinary shareholders shall have the right to inspect the Company's books and records, including the following rights:

a) To examine, inspect, and extract information relating to the names and contact addresses of shareholders included in the list of voting shareholders; to request correction of any inaccurate information pertaining to themselves; and to examine, inspect, extract, or obtain copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes' books, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents containing the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or a group of shareholders requests access to the Company's books and records, such request must be accompanied by a power of attorney executed by the shareholder or group of shareholders represented by such person, or a notarized copy thereof.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers shall have the right to inspect the Company's shareholder register, list of shareholders, books, and other records of the Company for purposes relating to the performance of their duties, provided that all information obtained shall be kept confidential.

4. The Company shall maintain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership rights to assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of

Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law, at its head office or at another location, provided that shareholders and the business registration authority are duly notified of the location where such documents are kept.

5. The Company's Charter shall be published on the Company's official website.

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

### **Article 45. Employees and the Trade Union**

1. The General Director shall report and seek approval from the Board of Directors for matters falling within the authority of the Board of Directors relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and executives of the Company in accordance with applicable laws, this Charter and the Company's internal regulations.

2. The General Director shall handle matters within his/her authority relating to the relationship between the Company and labor union organizations in accordance with best management practices, the provisions of this Charter, the Company's internal regulations and applicable laws. For matters falling within the authority of the Board of Directors, the General Director shall report to and seek approval from the Board of Directors.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 46. Distribution of Profits**

1. The General Meeting of Shareholders shall determine the annual dividend rate and method of dividend payment from the retained earnings of the Company based on the proposal of the Board of Directors and in accordance with the following principles:

a) To appropriate the Reward Fund and Welfare Fund in accordance with applicable laws, provided that the total appropriation shall not exceed ten percent (10%) of the Company's after-tax profit generated during the fiscal year.

b) The establishment and utilization of the Executive Management Bonus Fund and other funds shall comply with applicable laws and shall be commensurate with the Company's business performance and investment and development requirements.

2. The Company shall not pay interest on dividends or any other amounts payable in respect of any class of shares.

3. Subject to the authorization of the General Meeting of Shareholders, the Board of Directors may resolve to declare and pay interim dividends if it determines that such payment is justified by the Company's profitability.

4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of dividends in whole or in part in the form of shares, and shall implement such resolution upon approval.

5. Where dividends or other distributions relating to any class of shares are paid in cash, such payments shall be made in Vietnamese Dong. Payments may be made directly or through banks based on the bank account information provided by shareholders. Where the Company has transferred funds in accordance with the banking details supplied by a shareholder but such shareholder fails to receive the payment, the Company shall bear no liability for such amount. Dividend payments relating to shares listed on a stock exchange may also be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution specifying the record date for determining the list of shareholders. As of such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends, share dividends, notices, or other documents.

7. Other matters relating to profit distribution shall be governed by applicable laws.

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

##### **Article 47. Bank Accounts**

1. The Company shall open bank accounts with banks established in Vietnam or branches of foreign banks lawfully operating in Vietnam.

2. Subject to prior approval by the competent authorities, the Company may, where necessary, open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts maintained at such banks.

##### **Article 48. Fiscal Year**

The fiscal year of the Company shall commence on 1 January and end on 31 December of each calendar year.

##### **Article 49. Accounting System**

1. The Company shall apply the enterprise accounting regime or any specialized accounting regime approved or promulgated by the competent authorities.

2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with accounting laws and other relevant

legal regulations. Such records shall be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The accounting currency of the Company shall be the Vietnamese Dong. Where the majority of the Company's economic transactions are conducted in another foreign currency, the Company may elect such foreign currency as its accounting currency, shall be responsible for such election before the law, and shall notify the directly supervising tax authority accordingly.

#### **Article 50. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which shall be audited in accordance with applicable laws. The audited annual financial statements shall be disclosed and submitted to the competent state authorities in compliance with regulations governing information disclosure on the securities market.

2. The annual financial statements shall include all reports, schedules, and explanatory notes required by applicable accounting regulations and shall present a true and fair view of the Company's operations.

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

#### **Article 51. Annual Report**

The Company shall prepare and disclose its Annual Report in accordance with the laws governing securities and the securities market.

### **XV. COMPANY AUDIT**

#### **Article 52. Audit**

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

2. The audit report shall accompany the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other documents relating thereto, and express opinions at such meetings on matters relevant to the audit of the financial statements.

## **XVI. COMPANY SEAL**

### **Article 53. Company Seal**

1. The Company's seal may consist of a physical seal produced by an authorized seal-making entity or a digital signature in accordance with the laws governing electronic transactions.

2. The Board of Directors shall determine the type, quantity, form, and contents of the Company's seal and those of its branches and representative offices (if any).

3. The Board of Directors and the General Director shall manage and use the Company's seal in accordance with applicable laws.

## **XVII. DISSOLUTION OF THE COMPANY**

### **Article 54. Dissolution**

1. The Company may be dissolved or cease operations in the following circumstances:

a) Upon expiration of its operating term as specified in this Charter without any approved extension;

b) Pursuant to a resolution of the General Meeting of Shareholders;

c) Upon revocation of its Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

d) Other circumstances prescribed by law.

2. Any dissolution of the Company prior to the expiration of its operating term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision shall be notified to or approved by the competent authorities where required by law.

### **Article 55. Extension of Operating Term**

1. At least seven (7) months prior to the expiration of the Company's operating term, the Board of Directors shall convene a meeting of the General Meeting of Shareholders for shareholders to vote on the proposed extension of the Company's operating term.

2. The operating term shall be extended if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the General Meeting of Shareholders.

### **Article 56. Liquidation**

1. At least six (6) months prior to the expiration of the Company's operating term, or immediately following a decision on dissolution, the Board of Directors shall establish a Liquidation Committee comprising three (3) members, including two (2) members appointed by the General Meeting of

Shareholders and one (1) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating rules. Its members may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be paid in priority over the Company's other liabilities.

2. The Liquidation Committee shall notify the business registration authority of its establishment date and commencement of operations. From such date, it shall represent the Company in all matters relating to the liquidation before courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance obligations, and other employee entitlements under collective labor agreements and employment contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- đ) The remaining assets after settlement of the obligations set out above shall be distributed to shareholders, with preference shareholders having priority.

## **XVIII. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In the event of any dispute or claim relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other applicable laws, or agreements between:

- a) Shareholders and the Company; or
- b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives, the parties shall first seek to resolve such dispute through negotiation and mediation. Unless the dispute concerns the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the resolution process and request each party to submit relevant information within seven (7) working days from the date the dispute arises. If the dispute involves the Board of Directors or its Chairperson, any party may request the Head of the Supervisory Board to appoint an independent expert to act as mediator.

2. If no mediated resolution is reached within six (6) weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or a competent court.

3. Each party shall bear its own costs incurred in the negotiation and mediation process. Court costs shall be allocated in accordance with the court's judgment.

## **XIX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 58. Charter of the Company**

1. Any amendment or supplementation to this Charter shall be considered and approved by the General Meeting of Shareholders.

2. Where applicable laws contain provisions relating to the Company's operations that are not addressed in this Charter, or where new legal provisions conflict with this Charter, such legal provisions shall prevail and govern the Company's operations.

## **XX. EFFECTIVENESS**

### **Article 59. Effective Date**

1. This Charter, consisting of twenty (20) Chapters and fifty-nine (59) Articles, was unanimously adopted by the General Meeting of Shareholders of **Viet Tri Chemical Joint Stock Company** on 16 June 2026 at the Company's headquarters, with full approval of its contents.

2. This Charter shall take effect from 16 June 2026 and is executed in ten (10) originals of equal legal validity, all of which shall be retained at the Company's head office.

3. This Charter constitutes the sole official and authoritative Charter of the Company.

4. Copies or extracts of this Charter shall be valid only if signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**Le Ngoc Nhan**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF  
VIET TRI CHEMICAL JOINT STOCK COMPANY**

*Phu Tho, June 16, 2026*

## PREAMBLE

*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*

*Pursuant to Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on certain corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter on Organization and Operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on 16 June 2026;*

*Pursuant to Resolution No. 24/NQ-DHDCD of the General Meeting of Shareholders dated 16 June 2026;*

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Viet Tri Chemical Joint Stock Company as follows:

## CHAPTER I. GENERAL PROVISIONS

### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: The Internal Regulations on Corporate Governance prescribe matters relating to the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; procedures for convening and conducting meetings of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Supervisory Board and the General Director; and other activities in accordance with the Company's Charter and applicable laws and regulations.

2. Subjects of Application: These Regulations shall apply to members of the Board of Directors, the Supervisory Board, the General Director and other relevant persons.

## **Article 2. Interpretation of Terms and Abbreviations**

1. A Non-executive Member of the Board of Directors means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or any other executive officer as prescribed by the Company's Charter.

2. An Independent Member of the Board of Directors (hereinafter referred to as an "Independent Member") means a member defined in Clause 2, Article 155 of the Law on Enterprises.

3. Company means Viet Tri Chemical Joint Stock Company.

4. BOD means the Board of Directors.

5. Self-nomination means the act of nominating oneself for election.

6. SB means the Supervisory Board.

7. VSDC means Vietnam Securities Depository and Clearing Corporation.

8. Shareholder/Shareholder Representative means a shareholder or an individual/organization duly authorized in writing by a shareholder in accordance with applicable laws.

## **CHAPTER II. THE GENERAL MEETING OF SHAREHOLDERS**

### **I. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VOTING AT GMS MEETINGS**

#### **Section 1. Roles, Rights and Obligations of the General Meeting of Shareholders**

The roles, rights and obligations of the General Meeting of Shareholders shall be governed by Article 138 of the Law on Enterprises No. 59/2020/QH14 and Articles 14 and 15 of the Company's Charter.

#### **Section 2. Procedures for Convening and Voting at the General Meeting of Shareholders**

##### **Article 3. Authority to Convene the General Meeting of Shareholders**

###### **1. Authority to Convene the Annual General Meeting of Shareholders**

The General Meeting of Shareholders shall be held annually, once per fiscal year, within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders where necessary, but not beyond six (06) months from the end of the fiscal year.

## 2. Authority to Convene an Extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors falls below the level prescribed in Point b, Clause 3, Article 14 of the Company's Charter, or from the date of receipt of a request specified in Points c and d, Clause 3, Article 14 of the Company's Charter.

The Board of Directors shall notify shareholders at the nearest General Meeting of Shareholders if an Independent Member of the Board of Directors no longer satisfies the prescribed criteria and conditions, or shall convene a General Meeting of Shareholders to elect an additional or replacement Independent Member within six (06) months from the date of receipt of the relevant notification from such Independent Member.

b) If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Point a, Clause 4, Article 14 of the Company's Charter, the Supervisory Board shall, within the following thirty (30) days, convene the meeting in replacement of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises.

c) If the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with Point b, Clause 4, Article 14 of the Company's Charter, the shareholder or group of shareholders specified in Point c, Clause 3, Article 14 of the Company's Charter shall have the right to request a representative of the Company to convene the meeting in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the procedures for convening and conducting the meeting and the adoption of resolutions by the General Meeting of Shareholders. All expenses incurred in convening and conducting the meeting shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders in attending the meeting, including accommodation and travel expenses.

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

### **Article 4. Personnel for Organizing the General Meeting of Shareholders**

#### 1. Chairperson/Presidium

a) The Chairman of the Board of Directors shall act as Chairperson of a General Meeting of Shareholders convened by the Board of Directors or may

authorize another member of the Board of Directors to act as Chairperson. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves to act as Chairperson on a majority basis. If no Chairperson is elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall act as Chairperson.

b) Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson.

c) The Chairperson shall be entitled to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda and the wishes of the majority of attendees.

d) The Chairperson shall have the following rights:

- To require all attendees to comply with lawful and reasonable inspection and security measures;

- To request competent authorities to maintain order at the meeting and to remove from the meeting any person who fails to comply with the Chairperson's authority, intentionally disrupts the meeting, obstructs its normal proceedings, or refuses to comply with security requirements.

đ) The Chairperson may adjourn a meeting for which the required quorum has been satisfied for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn the meeting or change the venue in the following circumstances:

- The meeting venue does not have sufficient seating capacity for all attendees;
- Communication facilities at the meeting venue do not adequately enable shareholders to participate in discussions and voting;

- Attendees engage in acts of obstruction or disorder that may prevent the meeting from being conducted fairly and lawfully.

e) Other rights and obligations as prescribed by applicable laws.

g) The Chairperson/Presidium shall consist of the Chairperson and other members.

h) Duties of the Chairperson/Presidium:

- To conduct the proceedings of the General Meeting of Shareholders in accordance with the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;

- To guide shareholders/shareholder representatives and the General Meeting in discussing matters included in the agenda;

- To submit matters requiring voting by the General Meeting and conclude discussions thereon;

- To respond to questions raised by the General Meeting;

- To address matters arising during the course of the meeting.

## 2. Secretary of the Meeting

a) The Chairperson shall appoint one or more persons to act as Secretary(ies) of the Meeting.

b) Duties of the Secretary(ies) of the Meeting:

- To accurately and fully record the proceedings of the meeting;

- To receive requests to speak from shareholders/shareholder representatives;

- To prepare the Minutes and Resolutions of the General Meeting of Shareholders;

- To assist the Chairperson in disclosing information relating to the meeting and notifying shareholders in accordance with applicable laws and the Company's Charter;

- To perform other duties as assigned by the Chairperson.

## 3. Vote Counting Committee

a) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon nomination by the Chairperson.

b) Duties of the Vote Counting Committee:

- To explain the voting/election principles, procedures and methods;

- To review and report to the General Meeting any violations of voting procedures or complaints relating to voting results;

- To count and record votes, prepare vote-counting minutes/election minutes, announce the results and submit the minutes to the Chairperson.

## 4. Shareholder Eligibility Verification Committee

a) The Chairperson shall appoint one or more persons to serve on the Shareholder Eligibility Verification Committee for the meeting.

b) Duties of the Shareholder Eligibility Verification Committee:

- To verify the eligibility and attendance status of shareholders and shareholder representatives;

- The Head of the Committee shall report to the General Meeting of Shareholders on the attendance status of shareholders. The meeting shall

proceed if attending shareholders and duly authorized representatives represent more than 50% of the total voting rights;

- To participate in vote counting for other matters prior to the establishment of the Vote Counting Committee.

**Article 5. Preparation of the List of Shareholders Entitled to Attend the General Meeting of Shareholders and Notification of the Record Date**

1. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

2. The Company shall prepare the list of shareholders and carry out related procedures in accordance with the Regulations on the Exercise of Rights issued by the Vietnam Securities Depository and Clearing Corporation (VSDC).

**Article 6. Notice of Convocation of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders shall send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting, unless a longer period is stipulated in the Company's Charter. The notice shall specify the Company's name, head office address, enterprise registration number, the shareholder's name and contact address, the time and venue of the meeting, and other requirements applicable to attendees.

2. The notice of meeting shall be sent by a method ensuring delivery to the shareholder's contact address and published on the Company's website. Where deemed necessary, the Company may additionally publish the notice in a central or local daily newspaper in accordance with the Company's Charter.

3. The notice of meeting shall be accompanied by the following documents:

a) The meeting agenda, documents to be used at the meeting, and draft resolutions for each item on the agenda;

b) Voting ballot(s).

4. Where the Company maintains a website, the meeting documents referred to in Clause 3 of this Article may be posted on the Company's website in lieu of being enclosed with the notice of meeting. In such case, the notice shall specify the location and method for accessing such documents.

**Article 7. Agenda and Contents of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened in the cases specified in Article 3 of these Regulations.

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

a) Preparing the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days prior to the date on which the notice of meeting is sent. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the meeting at least twenty (20) days prior to the record date. The order and procedures shall be implemented in accordance with Article 6 of these Regulations;

b) Preparing the agenda and contents of the meeting;

c) Preparing documents for the meeting;

d) Preparing draft resolutions of the General Meeting of Shareholders corresponding to the matters proposed for consideration at the meeting;

dd) Determining the time and venue of the meeting;

e) Issuing and sending the notice of meeting to all shareholders entitled to attend the meeting;

g) Performing other tasks necessary for the organization of the meeting.

3. The notice of meeting shall be sent to all shareholders by a method ensuring delivery to their contact addresses and shall simultaneously be disclosed on the Company's website and the websites of the State Securities Commission and the Stock Exchange on which the Company's shares are listed.

The convener shall send the notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date on which the notice is duly sent or dispatched).

The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where such documents are not enclosed with the notice of meeting, the notice shall specify the link to all meeting documents to enable shareholders to access them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list of candidates and detailed information on candidates for election as members of the Board of Directors or Supervisors;

c) Voting/election ballots;

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

4. A shareholder or group of shareholders specified in Clause 2, Article 12 of the Company's Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be

made in writing and submitted to the Company no later than seven (7) working days prior to the opening date of the meeting.

The proposal shall specify the shareholder's name, the number of shares of each class held by the shareholder, contact address, nationality, Citizen Identity Card number, Identity Card number, passport number or other lawful personal identification document in the case of an individual shareholder; or the name, enterprise registration number or establishment decision number and head office address in the case of an organizational shareholder; the number and class of shares held; and the matter proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject a proposal referred to in Clause 4 of this Article in any of the following cases:

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

6. The convener of the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.

### **Article 8. Registration and Authorization for Attendance at the General Meeting of Shareholders**

#### 1. Registration before the Meeting

a) Procedures for registration shall be specified in the Notice of Meeting, including contacting the Company or submitting the Registration Form enclosed with the Notice of Meeting.

b) Shareholders may register to attend the General Meeting of Shareholders by:

- Attending and voting/electing in person;
- Authorizing another person to attend and vote/elect in accordance with Clause 2 of this Article. Where more than one representative is appointed, the number of shares and voting rights assigned to each representative must be specified;
- Attending and voting/electing via online meeting, electronic voting or other electronic means as prescribed by law;

- Submitting voting ballots by mail, fax or email;
- Other methods permitted by law.
- The Company shall apply information technology to facilitate shareholders' attendance and participation, including online meetings, electronic voting and other electronic means in accordance with the Law on Enterprises, the Company's Charter and applicable laws.

## 2. Authorization

a) Shareholders and authorized representatives shall grant authorization in accordance with Article 16 of the Company's Charter.

b) Authorization must be made in writing and comply with civil law. The authorization document shall specify the names of the authorizing and authorized parties, number of authorized shares, scope and term of authorization, and signatures of both parties.

The authorized representative must submit the authorization document upon registration. In the case of re-authorization, the attendee must also present the original authorization document granted by the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

c) Voting/election ballots cast by an authorized representative within the authorized scope shall remain valid unless:

- The authorizing person dies, has limited legal capacity or loses legal capacity;
- The authorization is revoked;
- The authority of the authorized representative is revoked.
- This provision shall not apply if the Company receives notice of any such event before the opening of the meeting or any reconvened meeting.

## 3. Registration and Verification on the Meeting Date

Before the meeting opens, the Company shall conduct registration procedures and continue registration until all attending shareholders entitled to attend have registered.

a) Upon registration, each shareholder or authorized representative entitled to vote shall be issued a voting card/ballot stating the registration number, name of the shareholder, name of the authorized representative and number of voting rights.

The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by approval, disapproval or abstention. Voting results shall be announced by the Chairperson or the Vote Counting Committee before the meeting closes.

The General Meeting of Shareholders shall elect vote counters or vote-counting supervisors upon nomination by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders.

b) Shareholders, authorized representatives of institutional shareholders or proxies arriving after the meeting has commenced may register and participate in voting/election immediately after registration. The Chairperson is not required to suspend the meeting for late registration, and resolutions already voted on shall remain valid.

### **Article 9. Quorum for the General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be conducted when attending shareholders represent more than 50% of the total voting shares.

2. If the first meeting fails to meet the quorum requirement, a notice of the second meeting shall be sent within thirty (30) days from the scheduled date of the first meeting. The second meeting shall be conducted when attending shareholders represent at least 33% of the total voting shares.

3. If the second meeting fails to meet the quorum requirement, a notice of the third meeting shall be sent within twenty (20) days from the scheduled date of the second meeting. The third meeting shall be conducted regardless of the number of voting shares represented by attending shareholders.

### **Article 10. Methods of Adopting Resolutions**

Resolutions of the General Meeting of Shareholders shall be adopted by voting at meetings, collection of written opinions, or other methods prescribed by the Company's Charter and applicable laws.

### **Article 11. Matters Subject to Approval by the General Meeting of Shareholders**

The General Meeting of Shareholders shall approve the following matters:

1. The Company's development strategy;
2. The annual business plan;
3. The audited annual financial statements;
4. Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;
5. Reports of the Supervisory Board on the Company's business results and the performance of the Board of Directors and the General Director;
6. Self-assessment reports of the Supervisory Board and Supervisors;
7. Dividend rates for each class of shares;
8. The number of members of the Board of Directors and the Supervisory Board;

9. Election, dismissal and removal of members of the Board of Directors and Supervisors;

10. The budget or total remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board;

11. Amendments and supplements to the Company's Charter;

12. Classes and number of shares to be issued;

13. Division, demerger, consolidation, merger or conversion of the Company;

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

15. Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total assets recorded in the Company's latest financial statements;

16. Repurchase of more than ten percent (10%) of the total issued shares of each class;

17. Contracts and transactions between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding thirty-five percent (35%) of the Company's total assets recorded in the latest financial statements;

18. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020;

19. Approval, amendment and supplementation of the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Supervisory Board;

20. Approval of the list of eligible audit firms; selection of an eligible audit firm to audit the Company; and dismissal of an approved auditor where necessary;

21. Review and handling of violations committed by members of the Board of Directors or Supervisors causing damage to the Company and its shareholders;

22. Other matters as prescribed by law and the Company's Charter.

## **Article 12. Voting on Matters at the General Meeting of Shareholders**

### **1. General Principles**

a) All matters included in the agenda and contents of the meeting shall be discussed and voted on publicly by the General Meeting of Shareholders.

b) Voting cards, voting ballots and election ballots shall be printed, stamped and distributed by the Company to shareholders/shareholder representatives together with the meeting materials. Each shareholder/

shareholder representative shall be provided with a voting card, voting ballot and election ballot stating the shareholder code, full name, number of shares held and voting rights represented.

## 2. Validity of Voting Cards, Voting Ballots and Election Ballots

### a) Voting Cards

A valid voting card is a pre-printed card issued by the Company, bearing the Company's seal and free from erasures, alterations, tears or damage.

### b) Voting Ballots

- A valid voting ballot is a pre-printed ballot issued by the Company, free from erasures, alterations, tears or unauthorized additions, duly signed and clearly stating the full name of the shareholder/shareholder representative, and submitted to the Vote Counting Committee before the ballot box is unsealed.

- A vote shall be valid where the shareholder/shareholder representative marks one (01) of the three (03) voting options provided on the ballot.

- Any ballot not meeting the above requirements shall be invalid.

### c) Election Ballots

- A valid election ballot is a pre-printed ballot issued by the Vote Counting Committee, free from erasures, alterations or unauthorized additions, duly signed and clearly stating the full name of the shareholder/shareholder representative, and submitted before the ballot box is unsealed.

- An election ballot shall be invalid if:

+ It does not satisfy the requirements of a valid election ballot;

+ The number of candidates selected exceeds the number of positions to be filled;

+ The total votes allocated exceed the total votes available;

+ It violates the Election Regulations or the Company's Charter.

## **Article 13. Voting Procedures**

### 1. General Principles

a) The General Meeting of Shareholders shall discuss and vote on each agenda item separately. Voting may be conducted by voting card, paper ballot, electronic voting or other methods prescribed by law.

b) Shareholders/shareholder representatives may vote "For", "Against" or "Abstain" by raising a voting card or marking the relevant option on the voting ballot.

### 2. Voting Methods

#### a) Voting by Voting Card

When voting by voting card, the front side of the card shall be raised and displayed to the Chairperson/Presidium. A shareholder/shareholder representative who does not raise the voting card for any of the three voting options ("For", "Against" or "Abstain") shall be deemed to have voted "For". A shareholder/shareholder representative who raises the voting card more than once for the same voting item shall be deemed to have cast an invalid vote. The Shareholder Eligibility Verification Committee and/or the Vote Counting Committee shall record votes "For", "Against", "Abstain" and invalid votes corresponding to each shareholder code and voting rights.

b) Voting by Ballot: For each voting item, shareholders/shareholder representatives shall select one of the following options: "For", "Against" or "Abstain" by marking "X" or "✓" in the relevant box. Completed ballots shall be deposited into the sealed ballot box in accordance with the instructions of the Vote Counting Committee. Voting ballots must be signed and clearly state the full name of the shareholder/shareholder representative.

#### **Article 14. Election Procedures**

##### 1. General Principles

a) Elections shall be conducted in accordance with applicable laws and the Company's Charter.

b) Members of the Vote Counting Committee shall not be candidates for election to the Board of Directors or the Supervisory Board.

##### 2. Election Methods

###### a) Cumulative Voting

- Each shareholder/shareholder representative shall have a total number of votes equal to the number of shares owned or represented multiplied by the number of positions to be elected;

- Shareholders/shareholder representatives may allocate all or part of their votes to one or more candidates;

- Where additional candidates are nominated during the meeting and approved by the General Meeting of Shareholders, shareholders/shareholder representatives may request replacement election ballots and must return the original ballots before voting;

- In case of error, shareholders/shareholder representatives may request replacement ballots and return the original ballots.

###### - Instructions for Completing Election Ballots

+ Each shareholder/shareholder representative shall be provided with election ballot(s). Election ballots shall be completed as follows:

+ A shareholder/shareholder representative may vote for a number of candidates not exceeding the number of positions to be filled;

+ Where all votes are cumulatively allocated to one or more candidates, the shareholder/shareholder representative shall mark the "Cumulative Voting" box corresponding to such candidate(s);

+ Where different numbers of votes are allocated to different candidates, the shareholder/shareholder representative shall specify the number of votes allocated to each candidate in the "Number of Votes" box corresponding to such candidate.

- Election results shall be determined as follows:

+ Candidates receiving the highest number of votes shall be elected in descending order until all positions are filled;

+ If two (02) or more candidates receive an equal number of votes for the final position, a re-election shall be held among those candidates;

+ If the first election does not fill all positions, additional elections shall be conducted until all positions are filled.

#### b) Election by Direct Voting

Where the number of candidates is less than or equal to the number of positions to be filled on the Board of Directors or the Supervisory Board, the election may be conducted by cumulative voting or by direct voting ("For", "Against" or "Abstain").

### **Article 15. Vote Counting Procedures**

1. Votes shall be counted by tabulating votes cast For, Against and Abstain on voting cards/ballots.

2. Where necessary and upon a shareholder's request that complies with applicable laws and is approved by the General Meeting of Shareholders, the Company shall appoint an independent organization to collect and count votes.

### **Article 16. Conditions for Adoption of Resolutions**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Changes to business lines and sectors;
- c) Changes to the Company's management structure;

d) Investment projects or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements;

e) Reorganization or dissolution of the Company;

f) Extension of the Company's operating term.

2. Resolutions on matters other than those specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting.

*Note: Where the number of candidates is less than or equal to the number of positions to be filled on the Board of Directors or the Supervisory Board, the election may be conducted by cumulative voting or by direct voting (For, Against or Abstain).*

3. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective notwithstanding any non-compliance with the procedures for convening the meeting or adopting such resolutions under the Law on Enterprises and the Company's Charter.

#### **Article 17. Announcement of Vote Counting Results**

The Vote Counting Committee shall examine, tabulate and report the vote counting results for each matter to the Chairperson. The vote counting results shall be announced by the Chairperson and/or the Vote Counting Committee immediately prior to the closing of the meeting.

#### **Article 18. Objection to Resolutions of the General Meeting of Shareholders**

1. A shareholder voting against a resolution on the reorganization of the Company or changes to shareholders' rights and obligations as prescribed in the Company's Charter shall have the right to request the Company to repurchase his/her shares. Such request must be made in writing and specify the shareholder's name, address, number of shares of each class, proposed selling price and reasons for the repurchase request. The request must be submitted to the Company within ten (10) days from the date on which the relevant resolution is adopted.

2. The Company shall repurchase the shares requested by shareholders under Clause 1 of this Article at the market price or at a price determined in accordance with the principles set out in the Company's Charter within ninety (90) days from receipt of the request. If the parties cannot agree on the price, either party may request an independent valuation. The Company shall introduce

at least three (03) valuation organizations for the shareholder's selection, and such selection shall be final.

3. Within ninety (90) days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting minutes in respect of written shareholder consultation, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitration Tribunal to review and invalidate all or part of a resolution of the General Meeting of Shareholders in the following circumstances:

a) The procedures for convening the meeting or adopting resolutions seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 2, Article 152 of the Law on Enterprises;

b) The contents of the resolution violate applicable laws or the Company's Charter.

### **Article 19. Minutes of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes shall contain the following principal contents:

a) Name, head office address and enterprise registration number of the Company;

b) Time and venue of the meeting;

c) Meeting agenda and contents;

d) Full names of the Chairperson and Secretary;

e) Summary of the meeting proceedings and opinions expressed on each agenda item;

f) Number of attending shareholders and total voting rights represented; attached list of attending shareholders/shareholder representatives indicating the number of shares and corresponding voting rights;

g) Total votes cast for each voting matter, including the voting method, total valid votes, invalid votes, votes For, Against and Abstain, and the corresponding percentages of the total voting rights represented at the meeting;

h) Total votes cast for each candidate (if any);

i) Matters approved and the corresponding approval ratios;

j) Full names and signatures of the Chairperson and Secretary. Where the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the

meeting and containing all information required under this Clause. The minutes shall clearly state the refusal of the Chairperson and/or Secretary to sign.

k) Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the minutes of the meeting, such minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The minutes of the meeting must clearly state the refusal of the Chairperson and/or the Secretary to sign the minutes.

2. The minutes must be completed and approved before the close of the meeting. The Chairperson, Secretary and any person signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents thereof.

3. The Vietnamese and foreign-language versions of the minutes shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

#### **Article 20. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders**

1. Resolutions, minutes of meetings of the General Meeting of Shareholders, appendices containing the list of registered attending shareholders, powers of attorney for attendance, all documents attached to the minutes (if any), and documents enclosed with the meeting notice shall be retained at the Company's head office.

2. Resolutions, minutes of meetings of the General Meeting of Shareholders and documents attached thereto shall be disclosed in accordance with the laws on information disclosure in the securities market.

### **II. PROVISIONS ON THE ADOPTION OF GMS RESOLUTIONS BY WRITTEN CONSULTATION OF SHAREHOLDERS**

#### **Article 21. Cases Where Written Shareholder Consultation Is Not Permitted**

The authority and procedures for obtaining shareholders' opinions in writing for the adoption of resolutions of the General Meeting of Shareholders shall be implemented as follows:

The Board of Directors may obtain shareholders' opinions in writing for the adoption of resolutions of the General Meeting of Shareholders. Written shareholder consultation shall not be applied to the matters specified in Clause 2, Article 147 of the Law on Enterprises, including:

1. Amendments and supplements to the Company's Charter;
2. The Company's development strategy;

3. Classes of shares and the total number of shares of each class;
4. Election, dismissal or removal of members of the Board of Directors and the Supervisory Board;
5. Investment projects or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements, unless otherwise provided in the Company's Charter;
6. Approval of the annual financial statements;
7. Reorganization or dissolution of the Company.

**Article 22. Cases Where Written Shareholder Consultation Is Permitted**

The Board of Directors may obtain shareholders' opinions in writing for the adoption of resolutions of the General Meeting of Shareholders, except for the matters specified in Article 21 of these Regulations.

**Article 23. Procedures for Adoption of GMS Resolutions by Written Shareholder Consultation**

1. Preparation of the List of Eligible Shareholders

The Company shall disclose information on the preparation of the list of shareholders entitled to participate in the General Meeting of Shareholders at least twenty (20) days prior to the record date.

2. Preparation and Distribution of Consultation Documents

The Board of Directors shall prepare the voting form, draft resolution of the General Meeting of Shareholders and explanatory materials relating to the draft resolution, and send them to all voting shareholders no later than seven (07) days before the deadline for returning the completed voting forms.

The requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.

3. Voting Form

a) A voting form shall contain the following principal contents:

- Name, head office address and enterprise registration number of the Company;
- Purpose of the written consultation;
- Full name, contact address, nationality and legal identification documents of an individual shareholder; name, enterprise registration number or legal documents and head office address of an organizational shareholder; or full name, contact address, nationality and legal identification documents of the representative of an organizational shareholder;

- Number of shares of each class and corresponding voting rights/election votes of the shareholder;
- Matters submitted for approval;
- Voting options for each matter, including For, Against and Abstain;
- Deadline for returning the completed voting form to the Company;
- Full name and signature of the Chairman of the Board of Directors.

b) Shareholders may return completed voting forms to the Company by mail, fax or email as follows:

- Where sent by mail, the voting form must bear the signature of the individual shareholder or the authorized representative/legal representative of the organizational shareholder. The voting form must be enclosed in a sealed envelope and must not be opened before vote counting;
- Where sent by fax or email, the voting form must remain confidential until the vote-counting time;
- Voting forms received after the prescribed deadline, opened before vote counting in the case of mail, or disclosed before vote counting in the case of fax or email shall be invalid. Voting forms not returned shall be deemed non-participating votes.

#### 4. Vote Counting and Vote Counting Minutes

The Board of Directors shall conduct vote counting and prepare the vote-counting minutes in the presence of the Supervisory Board or a shareholder who does not hold a managerial position in the Company.

The vote-counting minutes shall contain the following principal contents:

- Name, head office address and enterprise registration number of the Company;
- Purpose of the consultation and matters submitted for approval;
- Number of shareholders participating in the voting/election and the total voting rights/election votes represented, including valid and invalid votes, together with the method of submission and an attached list of participating shareholders;
- Total votes For, Against and Abstain for each matter; total votes cast for each candidate (if any);
- Matters approved and the corresponding approval ratios;
- Full names and signatures 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 truthfulness and accuracy of the

vote-counting minutes and for any damage arising from resolutions adopted on the basis of inaccurate or dishonest vote-counting results.

#### 5. Resolutions and Vote Counting Minutes

a) The vote-counting minutes and resolutions shall be sent to shareholders within fifteen (15) days from the completion of vote counting.

Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.

b) A resolution adopted through written shareholder consultation shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### 6. Retention of Documents

Completed voting forms, vote-counting minutes, adopted resolutions and all documents attached to the voting forms shall be retained at the Company's head office.

#### 7. Request for Invalidation of Resolutions Adopted by Written Consultation

Within ninety (90) days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting minutes relating to written shareholder consultation, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitration Tribunal to review and invalidate all or part of a resolution of the General Meeting of Shareholders in the following cases:

a) The procedures for convening the meeting or adopting resolutions seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter;

b) The contents of the resolution violate applicable laws or the Company's Charter.

#### 8. Conditions for Adoption of Resolutions

A resolution adopted through written shareholder consultation shall be approved if it receives affirmative votes from shareholders representing more than fifty percent (50%) of the total voting rights of all voting shareholders and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

### **III. PROVISIONS ON THE ADOPTION OF GMS RESOLUTIONS THROUGH VIRTUAL GENERAL MEETINGS**

The conduct of the General Meeting of Shareholders for the adoption of resolutions by electronic general meetings shall comply with applicable laws,

safeguard the legitimate rights and interests of shareholders, and ensure compliance with the following provisions:

**Article 24. Notice of Convocation of an Online General Meeting of Shareholders**

1. The notice of convocation shall be issued in accordance with Article 6 of these Regulations.

2. Voting ballots/election ballots are not required to be enclosed with the meeting notice.

**Article 25. Registration for Attendance at an Online General Meeting of Shareholders**

The procedures for registration to attend an Online General Meeting of Shareholders prior to the opening of the meeting shall be specified in the Notice of Meeting, including:

1. Eligibility Requirements

a) Being included in the list of shareholders entitled to attend the General Meeting of Shareholders prepared in accordance with the Company's notice of record date.

b) Authorized representatives meeting the requirements prescribed by law and the Company's Charter.

2. Technical Requirements

Shareholders/authorized representatives must have an internet-connected electronic device (e.g., computer, tablet, mobile phone or other internet-enabled devices).

3. Attendance Confirmation

A shareholder/authorized representative shall be deemed present at the Online General Meeting of Shareholders when such shareholder/authorized representative accesses the electronic voting system using the access credentials provided in accordance with Article 26 of these Regulations and casts an electronic vote on any matter included in the meeting agenda.

**Article 26. Provision of Login Credentials and Electronic Voting**

1. The access link to the electronic voting system, username, password and other identification credentials (if any) for participation in the Online General Meeting of Shareholders shall be provided in the meeting notice (or through another method determined by the Board of Directors). Shareholders/authorized representatives shall be responsible for maintaining the confidentiality of such credentials and shall bear full responsibility for their use.

2. Upon request for reissuance of login credentials, the Company may provide such information in person or via email/telephone. Provision by email or

telephone shall be based solely on shareholder information contained in the list of shareholders entitled to vote prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) pursuant to the Company's notice of record date.

3. Shareholders/authorized representatives shall use the provided credentials and identification factors (if any) to access the electronic voting system and cast votes on matters included in the agenda of the Online General Meeting of Shareholders.

**Article 27. Authorization to Attend an Online General Meeting of Shareholders**

1. Authorization shall be made in accordance with Clause 2, Article 8 of these Regulations.

2. The following provisions shall apply to online authorization:

a) Shareholders shall provide complete information for online authorization, particularly the authorized person's telephone number, contact address and email address, which shall serve as the basis for issuance of login credentials and identification factors (if any).

b) Online authorization shall be valid only when all of the following conditions are satisfied:

- The shareholder has completed all required information and finalized the online authorization procedure;

- The power of attorney printed from the online authorization form bears the full name, signature and seal (if applicable) of both the authorizing party and the authorized party;

- The Company receives the original power of attorney prior to the official opening of the meeting.

c) Revocation of online authorization shall be made by submitting an official written request to the Company before the official opening of the meeting. The effective time of revocation shall be the time at which the Company receives such written request.

d) Revocation shall be ineffective if the authorized representative has already cast votes on any matter included in the meeting agenda.

**Article 28. Quorum**

The quorum requirements for an Online General Meeting of Shareholders shall comply with Article 9 of these Regulations.

**Article 29. Discussion at an Online General Meeting of Shareholders**

1. Principles

a) Discussions shall be conducted only within the prescribed timeframe and in relation to matters included in the meeting agenda.

b) Only shareholders/authorized representatives may participate in discussions.

c) Shareholders/authorized representatives wishing to express opinions shall register their discussion topics in accordance with the procedures specified in the Meeting Rules.

d) The Secretariat shall arrange discussion topics in the order of registration and submit them to the Chairperson.

## 2. Responses to Shareholders' Opinions

a) Based on the discussion topics raised, the Chairperson or a person designated by the Chairperson shall respond to shareholders' opinions.

b) Due to time constraints, questions not addressed during the meeting may be answered by the Company after the meeting.

## **Article 30. Method of Adopting Resolutions at an Online General Meeting of Shareholders**

Resolutions within the authority of the General Meeting of Shareholders shall be adopted by electronic voting.

### **Article 31. Electronic Voting Procedures**

#### 1. Voting on Resolutions

a) For each matter submitted for approval, shareholders/authorized representatives shall select one of the following options available on the electronic voting system: For, Against, or Abstain.

b) Shareholders/authorized representatives shall then confirm their selection for recording by the electronic voting system.

#### 2. Election Voting

The nomination of candidates and election voting shall be conducted online under the cumulative voting method, in compliance with applicable laws and the Company's Charter.

### **Article 32. Online Vote Counting**

1. Votes cast by shareholders/authorized representatives shall be recorded by the electronic voting system under the categories of For, Against, and Abstain.

2. Election results shall be recorded by the system in accordance with the cumulative voting method. Election results and elected candidates shall be determined and recorded in compliance with applicable laws and the Company's Charter.

**Article 33. Announcement of Voting Results**

Based on the vote-counting minutes prepared in accordance with Article 32 of these Regulations, the Vote Counting Committee shall verify, consolidate and report the voting results for each agenda item to the Chairperson. Voting and election results shall be announced by the Chairperson or the Vote Counting Committee prior to the closing of the meeting.

**Article 34. Minutes of an Online General Meeting of Shareholders**

1. The preparation of minutes of an Online General Meeting of Shareholders shall comply with Article 19 of these Regulations.

2. The meeting venue stated in the minutes shall be the location where the Chairperson is physically present to conduct the meeting. Such location must be within the territory of Vietnam.

3. The method for approval of the meeting minutes shall be specified in the Meeting Rules applicable to the relevant General Meeting of Shareholders.

**Article 35. Disclosure of Resolutions and Minutes of an Online General Meeting of Shareholders**

The disclosure of resolutions and minutes of an Online General Meeting of Shareholders shall comply with Article 20 of these Regulations.

**IV. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH A HYBRID MEETING (IN-PERSON AND ONLINE)**

The organization of the General Meeting of Shareholders ("GMS") adopting resolutions through a hybrid format combining in-person attendance and online participation shall ensure the lawful rights and interests of shareholders and comply with applicable laws and the Company's Charter.

**Article 36. Notice of Convocation of the General Meeting of Shareholders**

Implemented in accordance with Article 6 of these Regulations.

**Article 37. Registration for Attendance at the General Meeting of Shareholders**

Implemented in accordance with Clause 1, Article 8 and Article 25 of these Regulations.

**Article 38. Authorization of Representatives to Attend the General Meeting of Shareholders**

Implemented in accordance with Clause 2, Article 8 and Article 27 of these Regulations.

**Article 39. Conditions for Holding the Meeting**

Implemented in accordance with Article 9 of these Regulations.

**Article 40. Forms of Adoption of Resolutions of the General Meeting of Shareholders**

Implemented in accordance with Articles 10 and 30 of these Regulations.

**Article 41. Voting Methods**

Voting and election procedures shall be implemented in accordance with Articles 13, 14 and 31 of these Regulations.

**Article 42. Vote Counting Procedures**

The counting of voting ballots and election ballots shall be conducted in accordance with Articles 15 and 32 of these Regulations.

**Article 43. Announcement of Vote Counting Results**

Implemented in accordance with Articles 17 and 33 of these Regulations.

**Article 44. Minutes of the General Meeting of Shareholders**

Implemented in accordance with Articles 19 and 34 of these Regulations.

**Article 45. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders**

Implemented in accordance with Article 20 of these Regulations.

**CHAPTER III. BOARD OF DIRECTORS****Section 1. General Provisions****Article 46. Roles, Rights and Obligations of the Board of Directors**

The Board of Directors (“BOD”) shall fully perform its responsibilities and obligations in accordance with the Law on Enterprises and the Company's Charter. In addition, the BOD shall have the following responsibilities and obligations:

1. To be accountable to shareholders for the operations of the Company.
2. To ensure equal treatment of all shareholders and respect the lawful interests of persons having interests related to the Company.
3. To ensure that the Company's operations comply with applicable laws, the Company's Charter and internal regulations.
4. To formulate the Regulation on Operation of the Board of Directors for submission to the General Meeting of Shareholders (“GMS”) for approval and disclose the same on the Company's website in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 guiding a number of corporate governance matters applicable to public companies under Decree No.

155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

5. To supervise and prevent conflicts of interest of members of the Board of Directors, Supervisors, the General Director and other managers, including misuse of Company assets and abuse of related-party transactions.

6. To formulate the Internal Corporate Governance Regulations and submit the same to the GMS for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

7. To appoint the person in charge of corporate governance.

8. To organize training and professional development programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director and other managers of the Company.

9. To report on the activities of the Board of Directors at the GMS in accordance with Article 18 of these Regulations.

10. To report on the corporate governance status of the Company at the Annual GMS and disclose such information in the Company's Annual Report in accordance with securities laws on information disclosure.

11. To perform other rights and obligations as prescribed in the Company's Charter and the Internal Corporate Governance Regulations.

#### **Article 47. Rights, Obligations and Responsibilities of Members of the Board of Directors**

1. Members of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws, the Company's Charter and the Internal Corporate Governance Regulations, including the right to be provided with information and documents relating to the financial condition and business operations of the Company and its affiliated units.

2. Members of the Board of Directors shall perform the obligations prescribed in the Company's Charter and the following obligations:

a) To perform their duties honestly and prudently in the best interests of shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on matters submitted for discussion;

c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;

d) To report to the Board of Directors at its nearest meeting transactions between the Company, its subsidiaries or companies in which the public

company holds more than 50% of the charter capital, and such Board member and his/her related persons; and transactions between the Company and an enterprise in which such Board member has been a founding member or enterprise manager during the three (03) years preceding the transaction date;

e) To make information disclosure when conducting transactions in the Company's shares in accordance with law.

Independent members of the Board of Directors shall prepare a report assessing the performance of the Board of Directors.

## **Section 2. Nomination, Candidacy, Election, Removal and Dismissal of Members of the Board of Directors**

### **Article 48. Number, Term of Office and Composition of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an Independent Member of the Board of Directors of a company for no more than two (02) consecutive terms. Where the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve until their successors are elected and assume their duties.

3. The composition of the Board of Directors shall be as follows:

#### **3.1. Non-executive Members**

The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. The number of non-executive members of the Board of Directors of a public company must satisfy the following requirements:

a) At least one (01) non-executive member where the Board of Directors comprises from three (03) to five (05) members;

b) At least two (02) non-executive members where the Board of Directors comprises from six (06) to eight (08) members;

c) At least three (03) non-executive members where the Board of Directors comprises from nine (09) to eleven (11) members.

#### **3.2. Independent Members**

The number of Independent Members of the Board of Directors must comply with the applicable legal requirements:

a) At least one (01) independent member where the Board of Directors comprises from three (03) to five (05) members;

b) At least two (02) independent members where the Board of Directors comprises from six (06) to eight (08) members;

c) At least three (03) independent members where the Board of Directors comprises from nine (09) to eleven (11) members.

4. A member of the Board of Directors shall cease to hold office upon being removed, dismissed or replaced by the GMS in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors shall be disclosed in accordance with regulations on information disclosure in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 49. Qualifications and Eligibility of Board Members**

1. Members of the Board of Directors ("BOD") must satisfy the qualifications and eligibility requirements prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

2. The Chairman of the BOD shall not concurrently serve as the General Director.

3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or a member of the Members' Council of no more than five (05) other companies.

#### **Article 50. Nomination and Candidacy for Membership of the BOD**

1. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates to the BOD in accordance with the Law on Enterprises and the Company's Charter.

Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates to the BOD. A shareholder or group of shareholders holding: From 10% to under 20% of the total voting shares may nominate one (01) candidate; From 20% to under 30% may nominate up to two (02) candidates; From 30% to under 40% may nominate up to three (03) candidates; From 40% to under 50% may nominate up to four (04) candidates; From 50% to under 60% may nominate up to five (05) candidates; From 60% to under 70% may nominate up to six (06) candidates; From 70% to 80% may nominate up to seven (07) candidates; and From 80% to under 90% may nominate up to eight (08) candidates.

2. If the number of candidates nominated or self-nominated remains insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the BOD's Operating Regulations.

Any additional candidates nominated by the incumbent BOD must be clearly disclosed prior to the General Meeting of Shareholders ("GMS") voting on the election of BOD members in accordance with applicable laws.

**Article 51. Election of BOD Members**

1. The election of BOD members shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of BOD members to be elected, and may allocate all or part of such votes to one or more candidates. Candidates shall be elected in descending order of votes received, commencing with the candidate receiving the highest number of votes until the number of members prescribed in the Company's Charter is filled. Where two (02) or more candidates receive an equal number of votes for the final seat, a re-election shall be conducted among those candidates or selection shall be made in accordance with the criteria set out in the Election Regulations or the Company's Charter.

2. Where the number of candidates is less than or equal to the number of BOD members to be elected, the election may be conducted either by cumulative voting as prescribed above or by direct voting (For, Against or Abstention). The approval threshold applicable to direct voting shall comply with Clause 2, Article 21 of the Company's Charter.

**Article 52. Dismissal, Removal, Replacement and Additional Election of BOD Members**

1. The GMS shall dismiss a BOD member in the following circumstances:

- a) Failing to satisfy the qualifications and eligibility requirements prescribed in Article 155 of the Law on Enterprises;

- b) Submitting a resignation that is accepted;

- c) Other cases stipulated in the Company's Charter.

2. The GMS shall remove a BOD member in the following circumstances:

- a) Failure to participate in BOD activities for six (06) consecutive months, except in cases of force majeure;

- b) Other cases stipulated in the Company's Charter.

3. Where deemed necessary, the GMS may decide to replace, dismiss or remove a BOD member in addition to the circumstances specified in Clauses 1 and 2 of this Article.

4. The BOD shall convene a GMS to elect additional BOD members in the following circumstances:

- a) The number of BOD members falls by more than one-third (1/3) of the number prescribed in the Company's Charter. In such case, the BOD must

convene a GMS within sixty (60) days from the date the number of members falls below the required threshold;

b) The number of independent BOD members falls below the minimum level required by law;

c) Except for the cases specified in Points a and b above, replacement members shall be elected at the next GMS for those members who have been dismissed or removed.

**Article 53. Announcement of the Election, Dismissal or Removal of BOD Members**

Following any decision on the election, dismissal or removal of a BOD member, the Company shall disclose such information internally, to the relevant authorities, through public media channels and on the Company's website in accordance with applicable laws and regulations.

**Article 54. Disclosure of Information on BOD Candidates**

1. Where BOD candidates have been identified, the Company shall disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the GMS to enable shareholders to review the candidates before voting.

Each candidate must provide a written undertaking confirming the truthfulness and accuracy of the disclosed personal information and undertaking to perform his/her duties honestly, prudently and in the best interests of the Company if elected as a BOD member.

The information to be disclosed shall include:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions held, including directorships in other companies;
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as required by the Company's Charter.

2. The Company shall disclose information regarding companies in which the candidate currently serves as a director, holds other managerial positions, and any interests related to the Company held by such candidate (if any).

**Article 55. Election, Dismissal and Removal of the Chairman of the BOD**

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

2. The Chairman of the BOD shall not concurrently serve as the General Director.

3. The Chairman of the BOD shall have the following rights and duties:

- a) To formulate the agenda and operational plans of the BOD;
- b) To prepare meeting agendas, contents and supporting documents; convene, preside over and chair BOD meetings;
- c) To organize the adoption of resolutions and decisions of the BOD;
- d) To supervise the implementation of resolutions and decisions of the BOD;
- e) To chair meetings of the GMS;
- f) Other rights and duties as prescribed by the Law on Enterprises and the Company's Charter.

4. Where the Chairman resigns or is dismissed or removed, the BOD shall elect a replacement within ten (10) days from the date of receipt of the resignation or the effective date of such dismissal or removal.

5. Where the Chairman is absent or unable to perform his/her duties, he/she shall authorize another BOD member in writing to exercise the rights and perform the duties of the Chairman.

If no authorization is granted, or if the Chairman dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to compulsory rehabilitation or compulsory education measures, absconds from his/her place of residence, has limited or lost legal capacity, experiences difficulties in cognition or behavioural control, or is prohibited by a court from holding office, practising a profession or performing certain work, the remaining BOD members shall elect one of their members to act as Chairman based on the approval of a majority of the remaining members until a new decision is issued by the BOD.

### **Section 3. Remuneration, Bonuses and Other Benefits of the Board of Directors**

#### **Article 56. Remuneration, Bonuses and Other Benefits of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be determined based on the time required to perform their duties and the applicable daily remuneration rate. The Board of Directors shall determine the remuneration payable to each member on a

consensus basis. The aggregate remuneration and bonuses of the Board of Directors shall be approved by the General Meeting of Shareholders at its Annual General Meeting.

3. Remuneration paid to members of the Board of Directors shall be recorded as an operating expense of the Company in accordance with applicable corporate income tax regulations, separately disclosed in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its Annual General Meeting.

4. Members of the Board of Directors who hold executive positions, serve on Board committees, or undertake responsibilities beyond the ordinary scope of a Board member's duties may receive additional remuneration in the form of a fixed fee for each assignment, salary, commission, profit-sharing entitlement, or other forms of compensation as determined by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for all reasonable travel, accommodation and other expenses properly incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors and its committees.

6. Subject to approval by the General Meeting of Shareholders, the Company may procure Directors' and Officers' Liability Insurance (D&O Insurance) for members of the Board of Directors. Such insurance shall not cover liabilities arising from violations of applicable laws or the Company's Charter.

#### **Section 4. Procedures for organizing board of directors' meetings**

##### **Article 57. Minimum Number of Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board. Such meeting shall be convened and chaired by the member obtaining the highest number or percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one among them to convene the Board meeting.

2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings when necessary.

##### **Article 58. Cases Requiring Extraordinary Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall convene an extraordinary meeting in the following circumstances:

- a) Upon request of the Supervisory Board or an Independent Director;

b) Upon request of the General Director or at least five (05) other managers;

c) Upon request of at least two (02) members of the Board of Directors;

d) Other cases as prescribed by the Company Charter.

2. Any request specified in Clause 1 of this Article must be made in writing and clearly state the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

3. The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from receipt of a request specified in Clause 1 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage incurred by the Company, and the requesting party shall have the right to convene the meeting in replacement of the Chairman.

### **Article 59. Notice of Board Meetings and Attendance Rights of Supervisors**

1. The Chairman of the Board of Directors or the person convening the meeting shall send a meeting notice no later than three (03) working days prior to the meeting date. The notice shall specify the time, venue, agenda, matters for discussion, and matters for decision. Relevant meeting materials and voting forms shall be enclosed with the notice.

The notice may be delivered by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company Charter, provided that it reaches the registered contact address of each Board member.

2. The Chairman or the convener shall send the meeting notice and accompanying documents to Supervisors in the same manner as to Board members.

3. Supervisors shall have the right to attend Board meetings and participate in discussions but shall not have voting rights.

### **Article 60. Quorum for Board Meetings**

A Board meeting shall be valid if attended by at least three-fourths (3/4) of the total number of Board members. If the first meeting fails to satisfy the quorum requirement, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. The second meeting shall be valid if attended by more than one-half of the total number of Board members.

### **Article 61. Voting Methods**

1. A Board member shall be deemed present and voting at a meeting if he/she:

- a) Attends and votes in person at the meeting;
- b) Authorizes another person to attend and vote in accordance with this Article;
- c) Participates and votes via online meeting, electronic voting, or other electronic means;
- d) Sends a voting ballot to the meeting by post, fax, or email;
- dd) Sends a voting ballot by other means prescribed in the Company Charter.

2. Where a voting ballot is sent by post, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Such ballot shall only be opened in the presence of all attendees.

### 3. Voting:

a) Except as provided in Point b of this Clause, each Board member, or authorized representative attending the meeting in person, shall have one (01) vote;

b) A Board member shall not vote on any contract, transaction, or proposal in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum for decisions on matters in which he/she is not entitled to vote;

c) Pursuant to Point d, Clause 11, Article 30 of the Company Charter, where a matter concerning the interests or voting rights of a Board member arises and such member does not voluntarily abstain, the Chairman's ruling shall be final, unless the nature or extent of such interest has not been fully disclosed;

d) A Board member benefiting from a contract specified in Points a and b, Clause 6, Article 43 of the Company Charter shall be deemed to have a material interest in such contract;

dd) Supervisors may attend Board meetings and participate in discussions but shall not vote.

4. A Board member who directly or indirectly benefits from a contract or transaction entered into, or proposed to be entered into, with the Company and who is aware of such interest must disclose it at the first Board meeting discussing such contract or transaction.

If the member was unaware of such interest at the time the contract or transaction was entered into, disclosure must be made at the first Board meeting held after the member becomes aware that he/she or a related person has or may have an interest therein.

5. The Board of Directors may obtain written opinions from Board members for the purpose of adopting Board resolutions on matters within its authority as prescribed in Clause 2, Article 27 of the Company Charter.

6. A written resolution shall be adopted upon approval by a majority of Board members entitled to vote and shall have the same validity and effect as a resolution adopted at a Board meeting.

7. Board meetings may be conducted via teleconference or other electronic means where all or some Board members are located in different places, provided that each participating member is able to:

- a) Hear every other participating Board member speaking at the meeting;
- b) Speak simultaneously with all other participants.

Discussions among members may be conducted directly by telephone, electronic communication facilities, or a combination thereof. Members participating in such manner shall be deemed present at the meeting.

The meeting venue shall be deemed to be the location where the largest number of Board members are present, or where the meeting Chairman is present.

c) Decisions adopted at a duly convened and conducted meeting by telephone or other electronic means shall take effect immediately upon conclusion of the meeting but must subsequently be confirmed by the signatures of all participating Board members in the meeting minutes.

8. The Chairman of the Board of Directors shall send the minutes of the Board meeting to all Board members. Such minutes shall constitute conclusive evidence of matters conducted at the meeting unless an objection to their contents is raised within ten (10) days from the date of dispatch.

Board meeting minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must be signed by the meeting chairman and the minute-taker.

9. Where a resolution or decision adopted by the Board of Directors is contrary to law, a resolution of the General Meeting of Shareholders, or the Company Charter and causes damage to the Company, the members voting in favor thereof shall be jointly liable for such resolution or decision and shall compensate the Company for the resulting damage. Members voting against such resolution or decision shall be exempt from liability. In such case, shareholders shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

#### **Article 62. Adoption of Resolutions of the Board of Directors**

Resolutions and decisions of the Board of Directors shall be adopted upon approval by a majority of the attending members. In the event of a tie vote, the final decision shall be determined by the vote of the Chairman of the Board of Directors.

**Article 63. Authorization by Members of the Board of Directors to Attend Meetings**

Members of the Board of Directors shall attend all meetings of the Board. A member may authorize another person to attend and vote on his/her behalf, provided that such authorization is approved by a majority of the members of the Board of Directors.

**Article 64. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be recorded in minutes and may be audio-recorded, electronically recorded, and retained in other electronic formats. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes shall contain, at a minimum, the following particulars:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full names of attending members or their authorized representatives and the method of attendance; full names of absent members and reasons for absence;
- e) Matters discussed and voted on at the meeting;
- f) Summary of opinions expressed by each attending member in the order in which they were presented during the meeting;
- g) Voting results, specifying the members voting in favor, against, and abstaining;
- h) Matters approved and the corresponding voting ratios;
- i) Full names and signatures of the Chairperson and the minute-taker, except in the case specified in Article 65 of these Regulations.

2. Minutes of meetings of the Board of Directors and all documents used at such meetings shall be retained at the Company's head office.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

4. The Chairperson, the minute-taker, and all persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

5. Minutes of meetings of the Board of Directors and all documents used at such meetings shall be archived and retained at the Company's head office.

**Article 65. Refusal by the Chairperson and/or the Secretary to Sign the Minutes of a Board Meeting**

Where the Chairperson and/or the minute-taker refuses to sign the minutes of a Board meeting, such minutes shall nevertheless remain valid if they are signed by all other attending members of the Board of Directors who approve the minutes and if the minutes contain all contents required under Article 64 of these Regulations. The minutes must clearly state the refusal of the Chairperson and/or the minute-taker to sign the minutes. The persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents thereof. The Chairperson and/or the minute-taker shall bear personal liability for any loss or damage incurred by the Company as a result of their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company's Charter, and relevant laws and regulations.

**Article 66. Notification of Resolutions and Decisions of the Board of Directors**

Upon issuance of any Resolution or Decision of the Board of Directors, the Company shall disclose and communicate such information internally and to the relevant authorities, through mass media channels and on the Company's website, in accordance with the applicable laws and regulations and prescribed disclosure procedures.

**Section 5. Committees under the Board of Directors**

**Article 67. Committees under the Board of Directors**

1. The Board of Directors may establish committees responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors and shall comprise at least three (03) members, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors should constitute the majority of the committee members, and one of such members shall be appointed as the Committee Chairman by resolution of the Board of Directors.

2. The operation of each committee shall comply with the regulations issued by the Board of Directors. A resolution of a committee shall be valid only when approved by a majority of the committee members attending and voting at

the committee meeting. The implementation of resolutions and decisions of the Board of Directors or any committee under the Board of Directors shall comply with applicable laws, the Charter of the Company, and the Internal Corporate Governance Regulations.

3. The establishment and operation of committees and the internal audit function under the Board of Directors (if any) shall be decided by the Board of Directors.

### **Section 6. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance**

#### **Article 68. Qualifications of the Person in Charge of Corporate Governance**

The Person in Charge of Corporate Governance must not concurrently work for the approved auditing organization that is conducting the audit of the Company's financial statements.

#### **Article 69. Appointment of the Person in Charge of Corporate Governance**

The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to support the Company's corporate governance activities. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

#### **Article 70. Cases of Removal or Dismissal of the Person in Charge of Corporate Governance**

1. The Board of Directors may remove or dismiss the Person in Charge of Corporate Governance whenever deemed necessary, provided that such removal or dismissal is not contrary to applicable labour laws.

2. The Person in Charge of Corporate Governance may also be removed by a resolution of the General Meeting of Shareholders.

#### **Article 71. Announcement of the Appointment or Dismissal of the Person in Charge of Corporate Governance**

Following the issuance of a decision on the appointment or dismissal/removal of the Person in Charge of Corporate Governance, the Company shall be responsible for disclosing such information internally within the Company and to the relevant authorities, through the mass media, and on the Company's website in accordance with the procedures and provisions of applicable laws.

## **Article 72. Rights and Obligations of the Person in Charge of Corporate Governance**

The Person in Charge of Corporate Governance shall have the following rights and obligations:

1. To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
2. To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
3. To advise on meeting procedures;
4. To attend meetings;
5. To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
6. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;
7. To monitor and report to the Board of Directors on the Company's information disclosure activities;
8. To act as the liaison point with stakeholders and other relevant parties;
9. To maintain confidentiality of information in accordance with applicable laws and the Charter of the Company;
10. To perform other rights and obligations as prescribed by law and the Charter of the Company.

## **CHAPTER IV. BOARD OF SUPERVISORS**

### **Section 1. General Provisions**

#### **Article 73. Role, Rights and Obligations of the Board of Supervisors; Responsibilities of Supervisors**

1. Supervisors shall have the rights prescribed by the Law on Enterprises, relevant laws, the Company's Charter, and the Regulation on the Organization and Operation of the Board of Supervisors, including the right to access information and documents relating to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the Company shall provide information fully and promptly upon the request of Supervisors.

2. Supervisors shall comply with the provisions of law, the Company's Charter, the Regulation on the Organization and Operation of the Board of Supervisors, and professional ethics in performing their assigned rights and duties.

3. The Board of Supervisors shall exercise the rights and perform the obligations prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following additional rights and obligations:

a) To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms eligible to audit the Company's financial statements; to decide on the approved audit firm engaged to review the Company's operations; and to dismiss such approved auditors when deemed necessary;

b) To be accountable to shareholders for its supervisory activities;

c) To supervise the Company's financial condition and the compliance with laws by members of the Board of Directors, the General Director, and other managers;

d) To ensure effective coordination with the Board of Directors, the General Director, and shareholders;

e) Where any violation of law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives is detected, to notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease such violation, and require appropriate remedial measures;

f) To formulate the Regulation on the Organization and Operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval;

g) To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government.

## **Section 2. Term of Office, Number, Composition and Structure of Supervisors**

### **Article 74. Number, Term of Office, Composition and Structure of Supervisors**

1. The Company shall have three (03) Supervisors.

2. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.

3. Supervisors are not required to be shareholders of the Company.

4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members on the basis of majority approval. The rights and obligations of the Head of the Board of Supervisors shall be stipulated in the Company's Charter. More than half of the Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities, unless the Company's Charter prescribes higher standards.

5. In the event that all Supervisors complete their terms of office simultaneously and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and perform their obligations until the newly elected Supervisors assume office.

**Article 75. Qualifications and Conditions of Supervisors**

1. A Supervisor must satisfy the following qualifications and conditions:

- a) Not fall within the categories of persons prohibited under Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional training in economics, finance, accounting, auditing, law, business administration, or another discipline suitable for the Company's business activities;
- c) Not be a family member of any member of the Board of Directors, the General Director, or other managers of the Company;
- d) Not be a manager of the Company; and is not required to be a shareholder or employee of the Company;
- e) Not be employed in the Company's accounting or finance department;
- f) Not be a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years;
- g) Satisfy other qualifications and conditions as prescribed by applicable laws and the Company's Charter.

2. In addition to the qualifications and conditions specified in Clause 1 of this Article, Supervisors must satisfy all requirements prescribed in Clause 2, Article 169 of the Law on Enterprises.

3. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities.

### **Article 76. Nomination and Self-Nomination of Supervisors**

1. The nomination and self-nomination of Supervisors shall be conducted in accordance with Clause 1, Article 25 of the Company's Charter. Shareholders holding voting shares may aggregate their voting rights to nominate candidates for the Board of Supervisors in accordance with Article 37 of the Company's Charter. Specifically:

A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%), up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%), up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%), up to six (06) candidates; from seventy percent (70%) to eighty percent (80%), up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%), up to eight (08) candidates.

2. If the number of candidates nominated and self-nominated remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with Clause 3, Article 50 of this Regulation. Any additional candidates nominated by the incumbent Board of Supervisors must be publicly disclosed prior to the General Meeting of Shareholders voting on the election of Supervisors in accordance with applicable laws.

### **Article 77. Method of Election of Supervisors**

1. The election of Supervisors shall be conducted using cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Supervisors to be elected, and may allocate all or part of such votes to one or more candidates. Candidates receiving the highest number of votes, in descending order, shall be elected until the number of Supervisors prescribed in the Company's Charter is filled. In the event that two (02) or more candidates receive an equal number of votes for the final available position, a re-election shall be conducted among those candidates or the selection shall be made in accordance with the election regulations, the Regulation on the Organization and Operation of the Board of Supervisors, or the Company's Charter.

2. If the number of candidates is less than or equal to the number of Supervisors to be elected, the election may be conducted either by cumulative voting as described above or by direct voting (approval, disapproval, or abstention). The approval threshold under the direct voting method shall be determined in accordance with Clause 2, Article 21 of the Company's Charter.

### **Article 78. Cases of Removal and Dismissal of Supervisors**

1. The General Meeting of Shareholders shall remove a Supervisor from office in the following circumstances:

- a) The Supervisor no longer satisfies the qualifications and conditions prescribed in Article 169 of the Law on Enterprises;
- b) The Supervisor submits a resignation letter and such resignation is accepted;
- c) Other cases stipulated in the Company's Charter.

2. The General Meeting of Shareholders shall dismiss a Supervisor in the following circumstances:

- a) Failure to perform assigned duties and responsibilities;
- b) Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeated or serious breaches of a Supervisor's obligations under the Law on Enterprises and the Company's Charter;
- d) Other cases as determined by a resolution of the General Meeting of Shareholders.

### **Article 79. Notification of the Election, Removal and Dismissal of Supervisors**

Following any decision regarding the election, removal or dismissal of a Supervisor, the Company shall disclose such information internally, to relevant authorities, through mass media channels, and on the Company's website in accordance with applicable laws and regulations.

### **Article 80. Remuneration and Other Benefits of Supervisors**

1. Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the aggregate amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for reasonable accommodation, travel, subsistence, and independent consulting expenses. The aggregate remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of the Company in accordance with corporate income tax regulations and other applicable laws, and shall be presented as a separate item in the Company's annual financial statements.

## **CHAPTER V. GENERAL DIRECTOR**

### **Article 81. Role, Responsibilities, Rights and Obligations of the General Director**

1. The General Director shall be responsible for the day-to-day management and operation of the Company's business activities; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.

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

a) To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment projects;

d) To propose the organizational structure and internal management regulations of the Company;

e) To appoint, dismiss and remove managers of the Company, except for positions falling within the authority of the Board of Directors;

f) To determine salaries and other benefits for employees of the Company, including managers appointed by the General Director;

g) To recruit employees;

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

i) To exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

### **Article 82. Term of Office, Qualifications and Conditions of the General Director**

1. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms.

2. The General Director must satisfy the following qualifications and conditions:

a) Not fall within the categories of persons prohibited under Clause 2, Article 17 of the Law on Enterprises;

b) Not be a family member of the Company's managers, Supervisors, or those of the parent company; nor a representative of State capital or enterprise capital invested in the Company or its parent company;

c) Possess professional qualifications and experience in business administration relevant to the Company's operations.

**Article 83. Nomination and Candidacy for the Position of General Director**

The General Director and members of the Board of Directors shall have the right to nominate candidates for the position of General Director, provided that such candidates satisfy the qualifications and conditions prescribed by law and the Company's Charter.

**Article 84. Appointment, Dismissal, Execution and Termination of Contracts with the General Director**

1. The Board of Directors shall appoint either one (01) member of the Board of Directors or another individual to serve as the General Director.

2. The Board of Directors may dismiss the General Director upon approval by a majority of the voting members of the Board of Directors attending the meeting and shall appoint a replacement General Director.

3. The Board of Directors shall have the authority to execute and terminate employment contracts with the General Director and to determine the terms and conditions thereof in accordance with applicable laws.

**Article 85. Notification of the Appointment, Dismissal, Execution and Termination of Contracts with the General Director**

Following any decision regarding the appointment, dismissal, removal, execution, or termination of a contract with the General Director, the Company shall disclose such information internally, to the relevant authorities, through mass media channels, and on the Company's website in accordance with the applicable procedures and legal requirements.

**Article 86. Salary and Other Benefits of the General Director**

1. The General Director shall be entitled to a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

2. The salary of the General Director shall be recorded as an operating expense of the Company in accordance with the regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

## **CHAPTER VI. OTHER ACTIVITIES**

### **Section 1. Coordination between the Board of Directors, the Supervisory Board, and the General Director**

#### **Article 87. Procedures for convening meetings, meeting notices, minutes, and announcement of meeting results between the Board of Directors (BOD), Supervisory Board (SB), and General Director**

The procedures for convening meetings, issuing meeting notices, recording minutes, and announcing meeting results between the BOD, SB, and the General Director shall be implemented in accordance with the procedures for convening BOD meetings as stipulated in Section 4, Chapter III of this Regulation.

#### **Article 88. Notification of BOD Resolutions/Decisions to the Supervisory Board**

Resolutions/Decisions and meeting minutes of the BOD, after issuance, shall be sent to the Supervisory Board members at the same time and by the same method as applied to BOD members.

#### **Article 89. Notification of BOD Resolutions/Decisions to the General Director**

BOD Resolutions/Decisions (including matters related to the responsibilities, authority, and obligations of the General Director) after issuance shall be sent to the General Director at the same time and by the same method as applied to BOD members.

#### **Article 90. Circumstances in Which the Supervisory Board and the General Director May Request the Convening of a Board of Directors Meeting and Matters Requiring Consultation with the Board of Directors**

##### **1. Cases requesting BOD meetings**

a) The Supervisory Board may request a BOD meeting in the following cases:

Upon request of a shareholder/shareholder group in accordance with Clause 2, Article 115 of the Law on Enterprises;

When the Supervisory Board considers that its right to access information and documents relating to the Company's operations is not fully ensured in accordance with applicable laws and the Company Charter;

When detecting violations of law or the Company Charter by BOD members, the General Director, or other executives, after such violations have been reported in writing to the BOD in accordance with Clause 1, Article 38 of the Company Charter, but have not been ceased or remedied.

b) The General Director may request a BOD meeting in the following cases:

When the rights of the General Director as stipulated in the Company Charter are not properly exercised;

When detecting violations of law or the Company Charter by other executives, after such violations have been reported in writing to the BOD but have not been ceased or remedied.

2. Matters on which the General Director must seek the opinion of the Board of Directors:

a) Proposals on organizational structure and internal governance regulations of the Company;

b) Proposals on measures to improve the Company's performance and management;

c) The General Director shall report and seek approval from the Board of Directors for matters falling within the authority of the Board of Directors relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary actions applicable to employees and executives of the Company in accordance with applicable laws, the Charter and the Company's internal regulations.

d) The General Director shall handle matters within his/her authority relating to the relationship between the Company and labor union organizations in accordance with best management practices, the provisions of the Charter, the Company's internal regulations and applicable laws. For matters falling within the authority of the Board of Directors, the General Director shall report to and seek approval from the Board of Directors;

đ) Seeking BOD approval for audited financial statements (including balance sheet, income statement, and cash flow statement) for each fiscal year;

e) Proposing dividend distribution or loss handling plans;

g) Seeking BOD approval for detailed business plans for the following fiscal year;

h) Other matters deemed to be in the Company's interest.

**Article 91. Reports of the General Director to the BOD on performance of assigned duties and powers**

1. Reports on implementation of BOD and General Meeting of Shareholders (GMS) resolutions, business plans, and investment plans approved by the BOD and GMS;

2. Quarterly and annual reports on financial status and business performance;

3. Reports on improvements in organizational structure, policies, and management;
4. Annual reports on implementation of environmental, community, and employee-related obligations;
5. Reports on implementation of other authorized matters assigned by the BOD and GMS;
6. Other reporting requirements as requested by the BOD/GMS.

**Article 92. Review of implementation of BOD resolutions and other delegated matters by the General Director**

Based on reports of the General Director on performance of assigned duties and powers under Article 81 of this Regulation, the BOD shall review the implementation results of resolutions and other delegated matters assigned to the General Director.

**Article 93. Matters the General Director must report, provide information, and methods of notification to the BOD and SB**

1. Matters to be reported to and provided to the BOD:
  - a) Contents specified in Article 90 of this Regulation;
  - b) Disclosure of transactions between the Company, subsidiaries, or other controlled companies (ownership of 50% or more of charter capital) and such entities or their related parties as prescribed by law;
  - c) Other matters requiring consultation or reporting must be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

For contracts/transactions subject to Clause 1, Article 167 of the Law on Enterprises with value less than 35% of total assets recorded in the latest financial statements, the Company's legal representative must notify BOD members and Supervisory Board members of related parties involved, and provide draft contracts or key transaction terms. The BOD shall decide approval within fifteen (15) days from receipt of notification, unless otherwise provided in the Company Charter; BOD members with related interests shall not have voting rights.

2. Matters to be reported to and provided to the Supervisory Board:
  - a) Reports submitted by the General Director to the BOD or other Company-issued documents shall be sent to Supervisory Board members at the same time and in the same manner as for BOD members;
  - b) The General Director and other executives must provide complete, accurate, and timely information and documents regarding management,

administration, and business operations upon request of Supervisory Board members or the Supervisory Board;

c) Notification methods to the Supervisory Board shall follow the same procedures as those applied to the BOD

**Article 94. Coordination in control, administration, and supervision among members of the Board of Directors (BOD), Supervisory Board members, and the General Director**

1. Coordination between the Supervisory Board (SB) and the Board of Directors (BOD):

The SB performs supervisory, coordination, advisory functions and ensures full, timely, and accurate information sharing. Specifically:

a) Regularly inform the BOD of operational results; consult with the BOD before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders (GMS);

b) In SB meetings, the SB has the right to request members of the BOD, the General Director, and representatives of the approved audit organization to attend and clarify relevant matters;

c) Inspection results from periodic or ad hoc audits conducted by the SB must be issued in written form no later than fifteen (15) days after completion and submitted to the BOD as a basis for corporate governance. Depending on the nature and outcome of such inspections, the SB shall coordinate with the BOD and the General Director prior to reporting to the GMS. In case of disagreement, the SB is entitled to reserve its opinion for the minutes, and the Head of the SB shall report to the nearest GMS;

d) Where the SB detects violations of law or the Company Charter by BOD members, it must notify the BOD in writing within forty-eight (48) hours, requesting cessation of the violation and corrective measures;

d) Supervisory Board members are obliged to notify the BOD of transactions between the Company, its subsidiaries, or other controlled entities (holding 50% or more of charter capital) with such entities or their related parties in accordance with applicable law;

e) For recommendations relating to the Company's operational and financial situation, the SB must submit written proposals and relevant documents at least fifteen (15) days prior to the expected response date;

g) Other proposals submitted to the BOD must be sent at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

The BOD shall facilitate the SB in performing its rights and obligations.

2. Coordination between the Supervisory Board (SB) and the General Director:

a) In SB meetings, the SB has the right to request the General Director (together with requests to BOD members and representatives of the approved audit organization) to attend and clarify issues of concern to the SB;

b) Inspection results from periodic or ad hoc audits conducted by the SB must be issued in written form no later than fifteen (15) days after completion and sent to the General Director as a basis for corporate management. Depending on the nature and outcome of such inspections, the SB shall coordinate with the General Director before reporting to the GMS. In case of disagreement, the SB is entitled to reserve its opinion in the minutes, and the Head of the SB shall report to the nearest GMS;

c) Supervisory Board members have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the head office or document storage locations;

d) Requests of the SB for information and documents on management, administration, business operations, business performance reports, and financial reports must be submitted at least forty-eight (48) working hours in advance of the expected response time. The SB shall not use undisclosed internal information for unauthorized purposes or disclose such information to third parties for related transactions;

đ) Recommendations on amendments, supplements, or improvements to the organizational structure, governance, supervision, and business administration must be submitted to the General Director at least seven (07) working days prior to the expected response date.

The General Director shall facilitate the SB in performing its rights and obligations.

3. Coordination between the General Director and the Board of Directors (BOD):

The General Director is the executive representative responsible for managing the Company's operations, ensuring continuity and efficiency.

a) Proposals on organizational structure and internal governance regulations must be submitted to the BOD as soon as possible, but no later than seven (07) days prior to the decision date;

b) The General Director shall prepare submissions for BOD approval on matters relating to recruitment, termination of employment, salary, social insurance, welfare, reward, and disciplinary policies for employees and management personnel;

c) The General Director shall prepare submissions for BOD approval on matters relating to the Company's relations with labor unions in accordance with best governance standards, prevailing practices, the Company Charter, internal regulations, and applicable laws;

d) The General Director shall notify the BOD of transactions between the Company, its subsidiaries, or other controlled entities (holding 50% or more of charter capital) with such entities or their related parties as prescribed by law;

đ) Other matters requiring BOD consultation under Clause 2, Article 97 of this Regulation must be submitted at least seven (07) working days prior to the expected response date of the BOD.

## **Section 2. Annual Evaluation, Reward and Disciplinary Policies for Members of the Board of Directors, Supervisory Board Members, the General Director, and Other Executives**

### **Article 95. Regulations on performance evaluation of BOD members, Supervisory Board members, and other executives**

1. The Board of Directors (BOD) is responsible for developing performance evaluation criteria applicable to all BOD members, the General Director, and other executives in accordance with applicable laws.

2. Performance evaluation criteria shall ensure alignment between the interests of executives and the long-term interests of the Company and its shareholders.

3. On an annual basis, based on assigned functions and duties and established evaluation criteria and achieved results, the BOD shall organize performance evaluation of its members.

4. The performance evaluation of Supervisory Board members shall be conducted in accordance with the organizational structure and operational regulations of the Supervisory Board.

5. The performance evaluation of other executives shall be conducted in accordance with internal regulations or based on self-assessment reports submitted by such executives.

### **Article 96. Rewards**

1. The BOD is responsible for developing reward policies. Rewards shall be granted based on the performance evaluation results under Article 95 of this Regulation.

2. Forms of reward may include cash or other forms as determined by the BOD. Reward schemes shall be proposed by the General Director and submitted

to the BOD for approval; where beyond the BOD's authority, they shall be submitted to the General Meeting of Shareholders (GMS) for approval.

3. Reward policies applicable to BOD members and Supervisory Board members shall be decided by the GMS.

4. For executives, reward funding shall be sourced from the Company's reward fund, welfare fund, and other lawful sources. Reward levels shall be based on actual annual business performance. The General Director shall propose and submit for BOD approval; where beyond authority, submission to the GMS is required.

#### **Article 97. Discipline**

1. The BOD is responsible for establishing disciplinary regulations based on the nature and severity of violations. The highest disciplinary measure shall include removal or dismissal.

2. BOD members, Supervisory Board members, and executives who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any resulting damages.

3. Where BOD members, Supervisory Board members, or executives, while performing their duties, commit violations of law or Company regulations, they shall be subject to disciplinary action, administrative sanctions, or criminal prosecution depending on the severity of the violation, in accordance with law and the Company Charter. Where such violations cause damage to the Company, shareholders, or third parties, compensation shall be made in accordance with applicable laws.

### **CHAPTER VII. AMENDMENT OF THE INTERNAL CORPORATE GOVERNANCE REGULATION**

#### **Article 98. Amendments and supplements**

1. Any amendment or supplementation to this Regulation shall be considered and decided by the Company's General Meeting of Shareholders (GMS).

2. In case applicable laws governing the Company's operations are not reflected in this Regulation, or in case new legal provisions differ from those herein, such legal provisions shall prevail and automatically govern the Company's operations.

**CHAPTER VIII. EFFECTIVE DATE****Article 99. Effective date**

1. This Regulation consists of 08 Chapters and 99 Articles, and was approved by the General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company on 16 June 2026, and its full text was agreed to be effective.

2. This Regulation is the sole and official internal governance regulation of the Company.

3. Copies or extracts of this Internal Corporate Governance Regulation must bear the signature of the Chairman of the Board of Directors.

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



**Van Dinh Hoan**

*Phu Tho, June 16, 2016*

**REGULATION ON OPERATION OF THE BOARD OF DIRECTORS**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*

*Pursuant to Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on certain corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter on Organization and Operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on 16 June 2026;*

*Pursuant to Resolution No. 24/NQ-DHDCD of the General Meeting of Shareholders dated 16 June 2026;*

The Board of Directors hereby promulgates the Regulation on operation of the Board of Directors of Viet Tri Chemical Joint Stock Company as follows:

## CHAPTER I

### GENERAL PROVISIONS

#### **Article 1. Scope of Application and Regulated Entities**

1. Scope of application: This Charter on the Operation of the Board of Directors stipulates the organizational structure, personnel composition, operating principles, rights, and obligations of the Board of Directors and its members, in order to ensure compliance with the Law on Enterprises, the Company's Charter, and other relevant provisions of applicable law.

2. Regulated entities: This Charter applies to the Board of Directors and its members.

#### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors operates on a collective basis. Each member of the Board of Directors is individually responsible for his/her assigned duties and jointly responsible before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors in relation to the Company's development.

2. The Board of Directors delegates to the General Director the responsibility for organizing and implementing resolutions and decisions of the Board of Directors.

## CHAPTER II

### MEMBERS OF THE BOARD OF DIRECTORS

#### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors are entitled to all rights as prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to access information and documents on the Company's financial situation and business operations, as well as those of its subsidiaries.

2. Members of the Board of Directors shall have the following obligations:

a) To perform their duties honestly and prudently, in the best interests of the shareholders and the Company;

b) To attend Board meetings fully and provide opinions on matters discussed;

c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, or other organizations;

d) To report at the nearest Board meeting any transactions between the Company (or its subsidiaries, or companies controlled by the Company holding more than 50% of charter capital) and such members or their related persons; and transactions between the Company and enterprises where such members are founders or managers within three (03) years prior to the transaction;

đ) To disclose information when conducting transactions in the Company's shares in accordance with applicable regulations.

3. Independent members of the Board of Directors shall prepare an assessment report on the Board's activities.

#### **Article 4. Right to Information of Members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents relating to the financial situation and business operations of the Company and its subsidiaries.

2. The requested persons are responsible for providing complete, timely, and accurate information and documents as required. The procedures for requesting and providing information shall be specified in the Company's Charter.

#### **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Company's Charter shall specify that the Board of Directors consists of five (05) members.

2. The term of office of a Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent Board member for no more than two (02) consecutive terms.

3. Where all Board members complete their term at the same time, they shall continue performing their duties until new members are elected and take over, unless otherwise provided in the Company's Charter.

4. The Company's Charter shall specify the number, rights, duties, organization, and coordination mechanism of independent Board members.

## **Article 6. Criteria and Conditions for Members of the Board of Directors**

**1. A member of the Board of Directors must satisfy the following criteria and conditions:**

a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in corporate governance or in the Company's business sectors, and is not required to be a shareholder unless otherwise provided in the Company's Charter;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or a member of the Members' Council of no more than five (05) other companies;

d) Not be a person with family relations with the General Director or other managers of the Company, or with persons having authority to appoint managers of the parent company.

**2. An independent Board member must meet the following additional conditions:**

a) Not currently working for the Company, its parent company, or subsidiaries, and not having worked for them within the past three (03) years;

b) Not receiving salary or remuneration from the Company, except for allowances in accordance with regulations;

c) Not having a spouse, parents, adoptive parents, children, adoptive children, or siblings who are major shareholders or managers of the Company or its subsidiaries;

d) Not directly or indirectly owning at least 1% of the Company's voting shares;

đ) Not having been a member of the Board of Directors or Supervisory Board of the Company within the past five (05) years, except for consecutive re-appointment for two terms;

e) Other standards and conditions as prescribed in the Company's Charter.

**3. An independent Board member must notify the Board of Directors upon no longer meeting the above conditions and shall automatically cease to be an independent member from the date of non-compliance. The Board of Directors**

shall report this to the nearest General Meeting of Shareholders or convene a General Meeting to elect additional or replacement independent members within six (06) months from receipt of such notice.

#### **Article 7. 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 of the Company shall not concurrently serve as the General Director.

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

- a) To develop the working programs and plans of the Board of Directors;
- b) To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair meetings of the General Meeting of Shareholders;
- e) To perform other rights and obligations in accordance with the Law on Enterprises and the Charter on Organization and Operation of Viet Tri Chemical Joint Stock Company.

4. In case the Chairman submits a resignation or is dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal decision. Where the Chairman is absent or unable to perform his/her duties, he/she shall authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman in accordance with the Company's Charter. Where no authorized person exists, or the Chairman dies, is missing, detained, serving a prison sentence, subject to compulsory rehabilitation or education measures, absent from residence, restricted or deprived of civil capacity, has difficulties in perception or behavior control, is banned by a court from holding certain positions or practicing certain professions, the remaining members of the Board of Directors shall elect one member to serve as Chairman by majority vote until a new decision is issued by the Board of Directors.

5. When necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary shall have the following rights and duties:

a) To assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors; to prepare minutes of meetings;

b) To support members of the Board of Directors in performing assigned rights and duties;

c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To support the Company in shareholder relations and in protecting lawful rights and interests of shareholders; compliance with information disclosure obligations, transparency requirements, and administrative procedures;

đ) To perform other rights and duties as prescribed in the Company's Charter.

#### **Article 8. Resignation, Removal, Replacement, and Addition of Members of the Board of Directors**

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

a) Failure to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b) Submission of resignation which is approved;

c) Other cases as provided in the Company's Charter.

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

a) Failure to participate in Board activities for six (06) consecutive months, except in force majeure circumstances;

b) Other cases as provided in the Company's Charter.

3. When necessary, the General Meeting of Shareholders may decide to replace, remove, or dismiss members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

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

a) The number of Board members is reduced by more than one-third (1/3) of the total number prescribed in the Company's Charter. In this case, the Board of Directors shall convene a General Meeting within sixty (60) days from the date the reduction exceeds one-third;

b) Except as provided in Point a of this Clause, replacement members shall be elected at the nearest General Meeting of Shareholders.

### **Article 9. Procedures for Election, Resignation, and Removal of Members of the Board of Directors**

1. Shareholders or groups of shareholders holding from ten percent (10%) or more of total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination shall be conducted as follows:

a) Shareholders forming a group to nominate candidates must notify attending shareholders of the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of Board members, shareholders or shareholder groups under this Clause may nominate one or more candidates as decided by the General Meeting of Shareholders. Where the number of candidates nominated is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. Where the number of candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nomination in accordance with the Company's Charter, internal governance regulations, and the Board's Rules of Procedure. Any additional candidates introduced by the Board must be clearly disclosed prior to voting at the General Meeting of Shareholders.

3. Election of Board members shall be conducted by cumulative voting, whereby each shareholder has total voting rights corresponding to the number of shares owned multiplied by the number of elected Board members. A shareholder may allocate all or part of his/her votes to one or several candidates. Elected members shall be determined in descending order of votes received until all positions are filled. In case two or more candidates receive the same number of votes for the last position, a re-election among those candidates shall be conducted or selection shall follow criteria set out in the election regulations or the Company's Charter.

4. The election, resignation, and removal of Board members shall be decided by the General Meeting of Shareholders through voting in accordance with regulations.

#### **Article 10. Disclosure of Information on Election, Resignation, and Removal of Board Members**

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information on such candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website, allowing shareholders to review candidate profiles before voting. Candidates must provide written confirmation of the truthfulness and accuracy of their disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. Disclosed information shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board positions in other companies);
- đ) Related interests with the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) Public companies shall disclose information on companies where candidates currently hold Board or management positions and related interests (if any).

2. Disclosure of election results, resignation, and removal of Board members shall be carried out in accordance with applicable information disclosure regulations.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

##### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company in deciding and implementing all

rights and obligations of the Company, except for matters falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:

a) To decide on the Company's medium-term development strategy, business plans, and annual business plans;

b) To propose types of shares and the total number of shares of each type permitted to be offered;

c) To decide on the sale of unsold shares within the authorized offering and on additional capital mobilization in other forms;

d) To determine the offering price of shares and bonds of the Company;

đ) To decide on share buybacks in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) To approve investment plans and projects within its authority and legal limits;

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

h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign or terminate contracts with the General Director and other key managers as defined in the Company's Charter; to decide salaries, remuneration, bonuses, and other benefits for such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies and determine their remuneration and benefits;

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

l) To decide on the organizational structure, internal management regulations, establishment of subsidiaries, branches, and representative offices, and on capital contributions or share purchases in other enterprises;

m) To approve the agenda, contents, and documents for the General Meeting of Shareholders; and to convene or collect written opinions of shareholders;

n) To submit audited annual financial statements to the General Meeting of Shareholders;

o) To propose dividend levels and decide on the timing and procedures for dividend payment or handling of business losses;

p) To propose corporate restructuring, dissolution, or bankruptcy filing;

q) To issue the Rules of Procedure of the Board of Directors, internal corporate governance regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions through voting at meetings, written consultation, or other methods as provided in the Company's Charter. Each Board member has one vote.

4. In case a resolution or decision of the Board of Directors is issued in violation of law, the resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members who voted in favor shall be jointly liable and must compensate for damages. Members who opposed the resolution shall be exempt from liability. In such case, shareholders have the right to request a court to suspend or annul the resolution or decision.

### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions resulting in cumulative transaction value within 12 months from the first transaction of less than 35% of total assets as stated in the most recent financial statements, between the Company and:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these individuals;

- Shareholders or authorized representatives of shareholders owning more than 10% of total ordinary shares and their related persons;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. The authorized representative of the Company signing contracts or transactions must notify members of the Board of Directors and the Supervisory Board of related parties involved in such transactions and provide the draft contract or main contents of the transaction. The Board of Directors shall decide on approval within fifteen (15) days from receipt of such notice, unless otherwise provided in the Company's Charter. A Board member with related interests shall not have the right to vote.

### **Article 13. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

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

- a) When deemed necessary for the interests of the Company;
- b) The remaining number of Board members or Supervisory Board members falls below the minimum required by law;
- c) Upon request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
- d) Upon request of the Supervisory Board;
- d) Other cases as prescribed by law and the Company's Charter.

2. The Board of Directors shall convene the extraordinary General Meeting of Shareholders within sixty (60) days from the date the number of remaining members falls below the minimum required or upon receipt of requests specified in Points c and d of Clause 1 of this Article.

3. The convener of the General Meeting of Shareholders shall:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints regarding the shareholder list;
- c) Prepare the meeting agenda and contents;
- d) Prepare meeting documents;

- d) Draft resolutions of the General Meeting of Shareholders and list candidate profiles in case of election of Board or Supervisory Board members;
- e) Determine time and venue of the meeting;
- g) Send invitations to eligible shareholders in accordance with the Law on Enterprises;
- h) Perform other tasks necessary for the meeting.

#### **Article 14. Committees under the Board of Directors**

1. The Board of Directors may establish specialized committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors, with a minimum of three (03) members, including both Board members and external members. Committee operations shall comply with regulations issued by the Board of Directors. A committee's resolution shall be valid only when approved by a majority of attending members.

2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Charter, and internal corporate governance regulations.

### **CHAPTER IV**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

##### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the newly elected Board of Directors within seven (07) working days from the completion of the election. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. Where more than one member has the same highest number of votes or voting ratio, the members shall elect one among them by majority vote to convene the Board meeting.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.

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

- a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
- b) Upon request of the General Director or at least five (05) other managers;
- c) Upon request of at least two (02) members of the Board of Directors;
- d) Other cases as provided in the Company's Charter.

The request referred to in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from the date of receipt of such request. Where the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman or the convener shall send the meeting invitation at least three (03) working days prior to the meeting date. The invitation must clearly specify the time, venue, agenda, and matters to be discussed and decided. It must be accompanied by relevant documents and voting ballots of members.

7. The invitation may be sent by written notice, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each Board member.

The Chairman or the convener shall send invitations and accompanying documents to members of the Supervisory Board in the same manner as to Board members.

Members of the Supervisory Board may attend Board meetings, may discuss, but do not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members attend. Where the first meeting does not meet the quorum requirement, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the Board members attend.

9. A Board member shall be considered as attending and voting in a meeting in the following cases:

- a) Direct attendance and voting at the meeting;

b) Authorization of another person to attend and vote in accordance with Clause 11 of this Article;

c) Attendance and voting via online conferencing, electronic voting, or other electronic means;

d) Submission of voting ballots by mail, fax, or email;

đ) Submission of voting ballots by other means as provided in the Company's Charter.

10. Where voting ballots are sent by post, they must be sealed and delivered to the Chairman no later than one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all attending members.

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

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of attending members. In the event of a tie, the decision shall follow the opinion of the Chairman of the Board of Directors.

#### **Article 17. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored in other electronic forms. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. Minutes must include the following main contents:

a) Company name, registered address, and enterprise code;

b) Time and venue of the meeting;

c) Purpose, agenda, and contents of the meeting;

d) Names of attending members or authorized representatives, their mode of attendance; names of absent members and reasons;

đ) Issues discussed and voted on at the meeting;

e) Summary of opinions of each attending member in the order of discussion;

g) Voting results, clearly stating votes in favor, against, and abstentions;

h) Resolutions adopted and corresponding approval ratios;

i) Names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. Where the chairperson or minute-taker refuses to sign the minutes, but all other attending Board members agree and sign, and the minutes fully comply with Points a, b, c, d, đ, e, g, and h of Clause 1, the minutes shall remain valid. The refusal to sign must be recorded in the minutes. Signatories shall be jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and minute-taker shall bear personal liability for any damage caused by refusal to sign in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

3. The chairperson, minute-taker, and signatories of the minutes shall be responsible for the truthfulness and accuracy of the meeting contents.

4. Minutes and meeting documents must be stored at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of inconsistency, the Vietnamese version shall prevail.

## CHAPTER V

### REPORTING AND DISCLOSURE OF INTERESTS

#### Article 18. Annual Reporting

1. At the end of each fiscal year, the Board of Directors shall submit to the General Meeting of Shareholders the following reports:

- a) The Company's business performance report;
- b) Financial statements;
- c) Report on the Company's management and administration;
- d) Supervisory Board's assessment report.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the Supervisory Board's assessment report, and the audit report must be kept at the Company's head office no later than ten (10) days prior to the opening date of the Annual

General Meeting of Shareholders, unless a longer period is specified in the Company's Charter. Shareholders holding shares continuously for at least one (01) year have the right, either individually or together with licensed lawyers, accountants, or auditors, to directly review the reports specified in this Article.

### **Article 19. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to perform their duties and the daily remuneration rate. The Board of Directors shall estimate remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting.

3. Remuneration of each Board member shall be included in the Company's business expenses in accordance with tax regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the Annual General Meeting.

4. Members of the Board of Directors holding executive positions, serving on Board committees, or performing tasks beyond the normal scope of a Board member may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of travel, accommodation, meals, and other reasonable expenses incurred while performing their duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be insured for liability insurance upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

### **Article 20. Disclosure of Related Interests**

Disclosure of interests and related persons of the Company shall be conducted as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:

a) Name, enterprise code, registered address, business lines of enterprises in which they hold capital contributions or shares, including the ownership percentage and time of acquisition;

b) Name, enterprise code, registered address, business lines of enterprises in which their related persons jointly or separately hold more than 10% of charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises. Any amendments or supplements must be reported to the Company within seven (07) working days from the date of such changes.

3. A member of the Board of Directors who, in his/her own name or on behalf of others, conducts any business activities within the Company's business scope must explain the nature and content of such activities to the Board of Directors and may only proceed upon approval by a majority of the remaining Board members. If such activities are carried out without disclosure or approval, all income derived therefrom shall belong to the Company.

## **CHAPTER VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination. Members are responsible for sharing relevant information with one another in the course of performing their assigned duties.

2. During the performance of assigned tasks, the member in charge of a specific matter shall take the lead in coordination, including issues related to other members' areas of responsibility. In case of differing opinions among members, the responsible member shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for organizing a meeting or collecting opinions from Board members in accordance with applicable law, the Company's Charter, and this Regulation.

3. In case of reassignment among members of the Board of Directors, relevant members shall hand over their work, files, and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

## **Article 22. Relationship with the Executive Management**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive management system to implement. At the same time, the Board of Directors supervises and monitors the implementation of its resolutions.

## **Article 23. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship is based on equality and independence, while ensuring close coordination and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or summary reports from the Supervisory Board, the Board of Directors shall review and direct relevant departments to develop and implement timely corrective measures.

## **CHAPTER VII**

### **IMPLEMENTING PROVISIONS**

#### **Article 24. Effectiveness**

This Regulation on the Operation of the Board of Directors of Viet Tri Chemical Joint Stock Company consists of seven (07) chapters and twenty-four (24) articles and shall take effect from 16 June 2026.

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



The stamp is circular and red, containing the following text: "M.S.D.N: 2600108217 - C.T. C. P. HOA CHAT VIET TRI" around the perimeter and "CÔNG TY CỔ PHẦN HOÁ CHẤT VIỆT TRI" in the center. A blue handwritten signature is written over the stamp.

**Van Dinh Hoan**