

Số: 267./CBTT-PLVD  
No: 267./CBTT-PLVD

Hà Nội, ngày 24 tháng 06 năm 2026  
Ha Noi, day 24 month 06 year 2026

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

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

1. Tên tổ chức/Name of organization: Công ty cổ phần Phân lân nung chảy Vạn Điền/  
Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company
- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: VAF
  - Địa chỉ/Address: Đường Phan Trọng Tuệ, xã Đại Thanh, thành phố Hà Nội/ Phan  
Trong Tue Street, Dai Thanh Commune, Hanoi City, Vietnam
  - Điện thoại liên hệ/Tel.: 02436884489 Fax: 02436884277
  - E-mail: vandienfnp@gmail.com

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

Điều chỉnh, bổ sung chương trình, tài liệu Đại hội đồng cổ đông thường niên năm 2026 của Công ty cổ phần Phân lân nung chảy Vạn Điền. Trong đó: Adjustment and additions of the agenda and documents for the 2026 annual general meeting of shareholders of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company, in which:

2.1. Điều chỉnh nội dung tại Tờ trình số 52/TTr-HĐQT ngày 04/06/2026 về việc sửa đổi, bổ sung ngành nghề đăng ký doanh nghiệp của Công ty cổ phần Phân lân nung chảy Vạn Điền. Cụ thể: Adjustment to the contents of Proposal No. 52/TTr-HĐQT dated June 4, 2026 regarding the amendment and supplementation of the registered business lines of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company. Specifically:

| Stt No. | Mã ngành Code | Tên ngành Business line  | Nội dung trước điều chỉnh Content before adjustment                              | Nội dung sau điều chỉnh Content after adjustment                         |
|---------|---------------|--|--|--|
| 1       | 8299          | Hoạt động dịch vụ hỗ trợ kinh doanh khác còn lại chưa được phân vào đâu: | Chỉ gồm: Xuất nhập khẩu các mặt hàng công ty kinh doanh<br>Including: Import and | Chỉ gồm có:<br>- Xuất khẩu phân lân nung chảy và các loại phân bón khác; |

| Stt No. | Mã ngành Code | Tên ngành Business line   | Nội dung trước điều chỉnh Content before adjustment   | Nội dung sau điều chỉnh Content after adjustment  |
|---------|---------------|---|---|---|
|         |               | Other remaining business support service activities n.e.c.                              | export of goods traded by the Company   | - Nhập khẩu phân bón và các loại nguyên liệu, máy móc thiết bị phục vụ cho sản xuất kinh doanh.<br>Including:<br>- Export of fused magnesium phosphate fertilizer and other fertilizers;<br>- Import of fertilizers, raw materials, machinery and equipment serving the Company's production and business activities. |
| 2       | 4679          | Bán buôn chuyên doanh khác chưa được phân vào đâu<br>Other specialized wholesale n.e.c. | Chỉ gồm: Bán buôn phân bón, thuốc trừ sâu và hóa chất khác sử dụng trong nông nghiệp<br>Including: wholesale of fertilizers, pesticides and other agricultural chemicals. | Chỉ gồm: Bán buôn phân bón<br>Including: Wholesale of fertilizers   |
| 3       | 5210          | Kho bãi và lưu giữ hàng hóa<br>Warehousing and storage                                  | Kho bãi và lưu giữ hàng hóa<br>Warehousing and storage  | Không trình Đại hội đồng cổ đông xem xét, thông qua<br>Not submitted to the General Meeting of Shareholders for consideration and approval.   |
| 4       | 5224          | Bốc xếp hàng hóa<br>Cargo handling  | Bốc xếp hàng hóa<br>Cargo handling  | Không trình Đại hội đồng cổ đông xem xét, thông qua<br>Not submitted to the General Meeting of Shareholders for consideration and approval.   |

| Stt No. | Mã ngành Code | Tên ngành Business line  | Nội dung trước điều chỉnh Content before adjustment                      | Nội dung sau điều chỉnh Content after adjustment   |
|---------|---------------|--|--|--|
| 5       | 4101          | Xây dựng nhà ở<br><i>Construction of residential buildings</i>           | Xây dựng nhà ở<br><i>Construction of residential buildings</i>           | Không trình Đại hội đồng cổ đông xem xét, thông qua<br><i>Not submitted to the General Meeting of Shareholders for consideration and approval.</i> |
| 6       | 4102          | Xây dựng nhà không ở<br><i>Construction of non-residential buildings</i> | Xây dựng nhà không ở<br><i>Construction of non-residential buildings</i> | Không trình Đại hội đồng cổ đông xem xét, thông qua<br><i>Not submitted to the General Meeting of Shareholders for consideration and approval.</i> |

2. Điều chỉnh nội dung tại Tờ trình số 53/TTr-HĐQT ngày 04/06/2026 về việc sửa đổi, bổ sung Điều lệ Công ty của Công ty cổ phần Phân lân nung chảy Văn Điển./ *Adjustment to the contents of Proposal No. 53/TTr-HĐQT dated June 4, 2026 regarding the amendment and supplementation of the Charter of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company.*




| Nội dung trước điều chỉnh Content before adjustment   | Nội dung sau điều chỉnh Content after adjustment   |
|---|--|
| <p>Điểm h khoản 1 Điều 1: Người quản lý doanh nghiệp là người quản lý công ty, bao gồm Chủ tịch Hội đồng quản trị, thành viên Hội đồng quản trị, Tổng Giám đốc.<br/><i>Point h, Clause 1, Article 1: Business managers are those who manage a company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director.</i></p> | <p>Điểm h khoản 1 Điều 1: Người quản lý doanh nghiệp là người quản lý công ty, bao gồm Chủ tịch Hội đồng quản trị, thành viên Hội đồng quản trị, Tổng Giám đốc, Phó Tổng Giám đốc Công ty và Kế toán trưởng Công ty.<br/><i>Point h, Clause 1, Article 1: Business managers are those who manage a company, including the Chairman of the Board of Directors, members of the Board of Directors, Deputy General Director, and Company Chef Accountant.</i></p> |

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/06/2026 tại đường dẫn: vandienfmp.vn - Tin cổ đông.

*This information was published on the company's website on 24/06/2026, as in the link vandienfmp.vn - News.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.* 

**Tài liệu đính kèm/Attached documents:**

- Báo cáo của Tổng Giám đốc

*Report of the General Director*

- Tờ trình số 52/TTr-HĐQT ngày 04/6/2026 của Hội đồng quản trị về việc sửa đổi, bổ sung ngành nghề đăng ký doanh nghiệp của Công ty cổ phần Phân lân nung chảy Văn Điển;

*Proposal No. 52/TTr-HĐQT dated June 4, 2026 of the Board of Directors regarding the amendment and supplementation of the registered business lines of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company;*

- Tờ trình số 53/TTr-HĐQT ngày 04/6/2026 của Hội đồng quản trị về việc sửa đổi, bổ sung Điều lệ Công ty của Công ty cổ phần Phân lân nung chảy Văn Điển.

*Proposal No. 53/TTr-HĐQT dated June 4, 2026 of the Board of Directors regarding the amendment and supplementation of the Charter of Van Dien Fused Magnesium Fertilizer Phosphate Joint Stock Company.*

**Đại diện tổ chức/ Organization representative**  
**Người đại diện theo pháp luật/ Legal representative**  
**TỔNG GIÁM ĐỐC/ GENERAL DIRECTOR**



  
Văn Hồng Sơn

*Ha Noi, June, 05 2026*

**REPORT OF THE GENERAL DIRECTOR**  
**Assessment of Production and Business Performance in 2025**  
**and Solutions for Implementing the 2026 Production and Business Plan**

**I. Assessment of Production and Business Performance in 2025:**

**1. Difficulties.**

- In the early months of 2025, prices of input materials and fuels for production continued to rise sharply; in particular, apatite ore prices increased four times, with a total increase of nearly 30%. At the same time, the quality of input apatite ore was low ( $P_2O_5$  content of only about 20%–21%), causing significant difficulties in blast furnace operations and leading to multiple incidents in April and May.

- Shortages of grade-A ore in July and August resulted in insufficient supply to operate all three furnaces, affecting the Company's ability to supply products and goods to customers. In response, the Company proactively sought alternative sources from overseas (imported apatite ore from Egypt). To date, the Company has imported 25,000 tons of apatite ore with a  $P_2O_5$  content of 22% and has put it into stable production.

- Labor shortages continued, particularly for direct production workers. Recruitment has not met demand, and new employees lack experience and require time for training and adaptation. The Company's workforce remained at approximately 340–350 employees and could not be expanded, while annual production output has continuously increased by 10% to 15%, creating significant pressure on production and business operations.

**2. Advantages:**

- The Company has consistently maintained product and service quality in both domestic and export markets. Its products have a strong reputation and have been recognized by domestic and international authorities and organizations through various awards;

- Van Dien fused magnesium phosphate fertilizer products have strong brand recognition in the market. Since 2019, the Company has focused on marketing and market development. From 2021 to 2025, thousands of training sessions have been organized for farmers in the Southern and Central Highlands regions, receiving positive feedback—particularly training programs on durian cultivation using Van Dien fertilizer. Combined with the sharp increase in agricultural commodity prices in 2024–2025 (especially coffee, pepper, and durian), farmers have significantly increased investment in fertilizers, especially fused phosphate, resulting in a substantial rise in demand. Despite increased production capacity, the Company has not been able to fully meet market demand. (Estimated total demand has increased from 450,000 tons/year to 700,000 tons/year, up more than 55%).

Supply shortages relative to demand have led many distributors and customers to make advance payments to secure prices and ensure supply, thereby helping the Company maintain stable financial resources for its operations.

- High agricultural commodity prices, especially for key products such as coffee, pepper, and durian, have encouraged farmers to invest more in fertilizers, forming a solid basis for increased consumption.

- In recent years, including 2024 and 2025, the Company has implemented various investment and improvement projects to enhance working conditions, improve products, and upgrade machinery and equipment. These investments have been properly directed and effective.

- The Company has received guidance and support from the Board of Directors and the Vietnam National Chemical Group through its representatives, as well as from competent regulatory authorities.

- Strong unity and consensus among the Company's leadership and employees in striving toward common goals.

- The Company maintains a nationwide distribution network and has long-standing customers with strong and cooperative relationships.

From the third quarter of 2025 onwards, the imposition of VAT on fertilizers has also created favorable conditions for production and business activities, as the Company is entitled to input VAT refunds.

### 3. Implemented Measures and Business Performance in 2025.

- **Stabilizing employee morale through practical measures such as ensuring sufficient employment:** timely payment of salaries and bonuses in accordance with Company policies and State regulations; addressing employee concerns promptly to avoid dissatisfaction; promoting employee ownership and strengthening supervision in all aspects of production and business; continuously improving and upgrading machinery and equipment to enhance working conditions and the working environment.

- **Strengthening training activities:** providing theoretical and technical training for workers; on-the-job and practical training for each position; experienced employees guiding new hires to quickly grasp production processes and operational skills; regularly conducting occupational safety and fire prevention training to ensure safe and efficient production.

- **Enhancing management and organizational measures:**

- + Restructuring the organization and improving management based on principles of streamlining, assigning the right people to the right jobs, and enhancing staff quality and work efficiency; providing training and retraining to improve human resource quality to meet new requirements.

- + Continuing to develop, amend, and supplement internal regulations and policies in line with the Company's actual situation.

+ Maintaining appropriate production inventory levels based on plans and market demand to ensure optimal inventory, efficient capital use, and product quality.

+ Strengthening control over procurement of materials and inputs to ensure quality and reasonable pricing; strictly managing the quantity and quality of goods in warehouses.

**- Continue investing in scientific and technological measures:**

+ Conduct research and develop new products tailored to different soil types, crops, and local climatic and soil conditions; optimize costs and enhance efficiency for both the Company and farmers.

+ Continue appropriate mechanization of production stages; apply technical innovations and improvements to increase productivity, reduce production costs, improve working conditions for employees, ensure environmental compliance, and maximize by-product recovery.

**- Promote market development and sales activities:**

+ Increase investment in market development; expand the network of sales agents in various regions to ensure timely and adequate product supply. Develop appropriate sales policies, pricing strategies, and inventory allocation plans for each period to enhance competitiveness and maximize efficiency. In particular, increase direct shipments to customers' warehouses in the Southern region to reduce inventory at storage facilities and lower warehousing costs.

+ Allocate reasonable and effective budgets for product promotion and advertising through mass media channels (newspapers, magazines, Facebook, Zalo, website, banners, and signage at retail stores and distribution agents).

+ Collaborate with scientific institutions (Vietnam Academy of Agricultural Sciences, National Agricultural Extension Center, plant variety centers, provincial Departments of Agriculture, and local associations) to develop demonstration models for crops such as tea, rice, sugarcane, pineapple, orange, and other industrial crops across different regions; organize customer conferences, workshops, and field seminars to exchange experience and provide technical guidance on fertilizer use for farmers in the Northern, Central, Central Highlands, and Southern regions.

+ Strengthen market development personnel in the Central, Southern, and Central Highlands regions to monitor market developments and expand the agent network.

+ Diversify transportation methods; cooperate with multiple logistics providers to avoid dependency, ensure timely delivery, and fully meet warehousing and distribution needs.

b, Business performance results in 2025:

**b. Business Performance Results in 2025**



| No. | Key Indicators                        | Unit        | Actual 2024 | 2025 AGM Plan | Actual 2025 | Actual/Plan (%) | 2025/2024 (%) |
|-----|---------------------------------------|-------------|-------------|---------------|-------------|-----------------|---------------|
| 1   | Production Value (at constant prices) | VND billion | 1,240.059   | 1,373.600     | 1,492.448   | 109             | 120           |
| 1   | Total Revenue                         | VND billion | 1,281.593   | 1,295.620     | 1,760.139   | 136             | 137           |
| 2   | State Budget Contribution             | VND billion | 25.288      | 31.938        | 47.387      | 148             | 187           |
| 3   | Profit Before Tax                     | VND billion | 88.933      | 60.540        | 213.171     | 352             | 240           |
| 4   | Total Production Output               | Tons        | 283,629     | 290,000       | 295,583     | 102             | 104           |
| 4.1 | Phosphate Fertilizer                  | Tons        | 253,532     | 260,000       | 263,253     | 101             | 104           |
| 4.2 | NPK Fertilizers                       | Tons        | 30,097      | 30,000        | 32,330      | 108             | 107           |
| 5   | Total Sales Volume                    | Tons        | 271,919     | 280,000       | 335,960     | 120             | 124           |
| 5.1 | Phosphate Fertilizer                  | Tons        | 243,401     | 250,000       | 302,683     | 121             | 124           |
| 5.2 | NPK Fertilizers                       | Tons        | 28,518      | 30,000        | 33,277      | 111             | 117           |
| 6   | Dividend Payout Ratio                 | %           | 10          | 8             | 8           |                 |               |

**c. Assessment of the 2025 Performance Results:**

In 2025, the Company successfully fulfilled its obligations to the State budget and other statutory payments, including contributions to social welfare funds. The Company also actively participated in and effectively implemented emulation movements launched by competent authorities and local governments;

Total sales volume in 2025 reached 335,704 tons of fertilizers, representing an increase of 23% compared to 2024. Of this amount, phosphate fertilizer sales reached 302,683 tons, up 24% year-on-year, while NPK fertilizer sales reached 33,277 tons, an increase of 16% compared to 2024. Total revenue in 2025 amounted to VND 1,760.14 billion, an increase of 37% compared to the previous year.

Total production output in 2025 reached 295,583 tons of fertilizers, up 4% compared to 2024.

**4. Implementation of Capital Construction Investments, Major Repairs and Asset Procurement in 2025:**

- Capital construction investments and major repairs: The planned projects were implemented as scheduled. Activities related to the 2025 major overhaul and repair program were manufactured, procured, and completed on schedule, meeting quality requirements and ensuring stable equipment operation without affecting production activities. The value of major

repair works implemented in 2025 reached VND 14.20 billion compared to the planned VND 13.598 billion, achieving 104.4% of the approved plan.

- Investment and asset procurement activities:

During the year, the Company carried out investments and procured assets to support its production and business operations, with a total estimated value of VND 290.880 billion, including:

| No. | Project / Item   | Actual Value (VND million) |
|-----|--|----------------------------|
| I   | <b>Investment Project for the Construction of the Van Dien Fused Magnesium Phosphate Fertilizer and NPK Fertilizer Manufacturing Plant in Bim Son, Thanh Hoa</b> | <b>288,459.900</b>         |
| II  | <b>Asset Procurement</b>   | <b>2,420.100</b>           |
| 1   | Procurement of LED Display Screen for the Conference Hall  | 247.700                    |
| 2   | Procurement of Radial Drilling Machine   | 383.400                    |
| 3   | Procurement of Three-Phase Generator   | 810.000                    |
| 4   | Procurement of Crawler Excavator   | 979.000                    |
|     | <b>Total</b>   | <b>290,880.000</b>         |

- Regarding the investment project for the construction of the manufacturing plant in Bim Son, Thanh Hoa Province:

+ For the previous investment project: A resolution on the termination of the project and the settlement and finalization of project accounts in accordance with regulations has been adopted. Currently, the project settlement consultant and audit firm are carrying out the project finalization and audit procedures as a basis for project liquidation.

+ For the new project: The Company was granted Investment Registration Certificate No. 1066667775 dated July 23, 2025 by the Nghi Son Economic Zone and Industrial Parks Authority of Thanh Hoa Province. At the same time, the Company signed a new land lease agreement with HUD4 Construction Investment Joint Stock Company. The Company has obtained the Land Use Rights Certificate and is currently conducting bidding procedures and selecting consulting contractors for the investment preparation stage, including: Topographical and geological survey consultancy for preparation of the project feasibility study report; Consultancy for preparation of the 1/500 detailed planning scheme; Consultancy for preparation of the feasibility study report; Consultancy for preparation of the environmental impact assessment report; Consultancy for groundwater exploration drilling and exploitation, etc.

## II- Tasks and Measures for Implementing the 2026 Production and Business Plan.

## **1- General Assessment:**

The year 2026 is expected to be a year of significant fluctuations in both production and consumption activities for the fertilizer industry in general and for the Company in particular.

### **- Difficulties:**

+ The Russia–Ukraine conflict continues to escalate, causing disruptions to certain transportation routes and shortages of various raw materials, fuels, and supplies, resulting in higher domestic prices of coal, ore, fuel, and other inputs. In addition, since early March 2026, geopolitical developments in the Middle East have become increasingly complex due to military conflicts involving the United States, Israel, and Iran. The Middle East is one of the world's largest centers for oil production and supply. Military conflicts in the region pose risks of disruption to global energy supplies, leading to increases in crude oil and fuel prices. Rising fuel prices directly affect production, transportation, and logistics costs worldwide. For Vietnam, this is a significant factor affecting the prices of many essential commodities, including agricultural inputs, particularly fertilizers. Meanwhile, agricultural commodity prices remain unstable, with only a limited number of products such as coffee, durian, rice, and paddy experiencing sharp increases. In addition, cultivated land areas continue to be reduced due to industrialization, and changes in crop structures will also significantly affect the consumption of the Company's fertilizer products. Furthermore, recruiting production workers remains extremely difficult; the number of newly recruited employees is insufficient, and new employees generally lack experience and require time for training and adaptation. These factors have a considerable impact on the Company's production and business activities as well as employees' income.

+ Financial pressure continues to increase as the Company is required to make immediate payments for production inputs and raw materials on a monthly basis, including coal, electricity, urea, potash fertilizers, social insurance, health insurance, trade union fees, land use fees, and other obligations. These factors adversely affect product costs and the Company's financial resources.

### **- Advantages:**

+ The Company has more than 60 years of experience in fertilizer production, with a workforce possessing extensive experience, qualifications, and professional skills. Scientific and technological investment projects implemented in previous years continue to generate positive results. The Company's fertilizer products have established brands and enjoy strong customer confidence.

+ In previous years and throughout 2024 and 2025, the Company implemented numerous investment projects aimed at improving working conditions, enhancing products, and upgrading machinery and equipment. These investment and improvement projects have been properly directed and have delivered positive results.

+The Company consistently maintains product and service quality in both domestic and export markets. Its products enjoy a strong reputation and have been recognized by domestic and international authorities and organizations through various awards and achievements.

+ The Company continues to receive guidance and support from the Board of Directors, the Vietnam National Chemical Group through its authorized representative, and competent supervisory authorities.

+ There is strong unity and consensus among the Company's leadership and employees in striving toward common objectives.

## 2- 2026 Plan and Implementation Measures:

### 2.1. Key Targets:

| No.      | Indicator                                      | Unit        | 2026 Plan Submitted to the Company's Annual General Meeting of Shareholders for Approval |
|----------|--|-------------|--|
| <b>1</b> | <b>Production Output</b>                       | <b>Tons</b> | <b>315,000</b>   |
| -        | Phosphate Fertilizers                          | Tons        | 280,000  |
| -        | NPK Fertilizers                                | Tons        | 35,000   |
| <b>2</b> | <b>Sales Volume</b>                            | <b>Tons</b> | <b>305,000</b>   |
| -        | Phosphate Fertilizers                          | Tons        | 270,000  |
| -        | NPK Fertilizers                                | Tons        | 35,000   |
| <b>3</b> | Industrial Production Value (at actual prices) | VND billion | 2,017.662  |
| <b>4</b> | Total Revenue                                  | VND billion | 2,100.129  |
| <b>5</b> | Profit Before Tax                              | VND billion | 233.067  |
| <b>6</b> | Employees' Payroll Fund                        | VND billion | 146.800  |
| <b>7</b> | Total Major Repair Expenditure                 | VND billion | 18.736   |
| <b>8</b> | Total Capital Construction Investment          | VND billion | 17.250   |
| <b>9</b> | Dividend Payment                               | %           | The expected payment will be 5% in cash and 15% in shares.                               |

### 2.2. Certain Solutions of the Company:

Given the current and anticipated challenges facing the Company's production and business operations, and in order to successfully achieve the 2026 production and business plan, the Executive Management, under the direction and supervision of the Board of Directors, will implement the following measures:

\* **Ideological and Employee Relations Work:** Maintaining workforce stability and employee confidence is identified as the Company's top priority in order to strengthen unity,

promote collective efforts toward common objectives, and ensure sustainable development. The following practical measures will be implemented:

- + Ensuring stable employment and employee welfare, and fully complying with all policies and benefits applicable to employees in accordance with State regulations.

- + Strengthening inspection and supervision of management personnel at all levels to promptly address issues within each unit. Employees' recommendations and concerns must be reviewed and resolved in a timely manner to avoid dissatisfaction arising from intermediate management levels.

- + Through mass organizations and employee representative bodies, encouraging employees to exercise their ownership rights and enhance supervision of production and business activities, ensuring transparency under the principle of "people know, people discuss, people implement, and people supervise."

- + Continuously improving and upgrading machinery and equipment to enhance working conditions and improve the working environment..

**\* Organizational Management:**

- + Continuing to streamline and improve the organizational structure and management system based on the principles of efficiency, assigning the right people to the right positions, enhancing staff quality and work performance, and strengthening training and retraining programs to improve human resource quality in line with the Company's production and business requirements in the new period.

- + Strengthening discipline and compliance throughout the organization; resolutely removing individuals who demonstrate persistent poor performance, lack of progress, or behaviors that negatively affect employees' morale and undermine unity within the Company.

**\* Scientific and Technical Activities:**

- + Develop and finalize quality standards and packaging designs, and promptly commence the production of several new fertilizer products to meet market demand and support the Company's production and business activities, such as: Premium fused magnesium phosphate fertilizer; specialized NPK fertilizers for fruit trees, flowers and ornamental plants serving clean and organic agricultural production.

- + Continue improving the production of premium granulated phosphate fertilizers for both domestic and export markets in order to diversify the Company's product portfolio.

- + Continue researching, improving and upgrading machinery and equipment to enhance productivity, improve product quality and working conditions for employees.

- + Invest in machinery and equipment for production monitoring and operational management, particularly monitoring of blast furnace feeding processes in order to improve the efficiency of blast furnace operations; invest in the installation of bag-stacking robots in the phosphate fertilizer packing area of the Drying and Grinding Workshop to automate operations and replace manual labor.

+ Continue researching and increasing the use of stainless steel in the NPK production line and blast furnace areas in order to extend equipment service life and reduce periodic maintenance and repair costs.

+ Accelerate the Company's digital transformation process to ensure sustainable and modern development; initially implementing a number of projects such as a digital office and smart factory.

**\* Market Development Activities:**

+ Gradually improve both the quality and quantity of market development personnel and further professionalize the market development workforce. Implement a performance-based incentive mechanism for market development staff based on sales revenue and sales volume.

+ Restructure and strengthen the market development division, focusing on maintaining traditional markets in Northern Vietnam while developing new distributors and sales agents in the Central, Central Highlands and Southern regions, thereby establishing a market development strategy for subsequent years, with a target of adding two to three new agents annually.

+ Study and implement appropriate policies and mechanisms to maintain market share and increase NPK fertilizer sales volume in Southern Vietnam and phosphate fertilizer sales volume in Northern Vietnam.

+ Improve advertising activities to further promote the Company's brand, image and products. Apply Industry 4.0 technologies to conduct advertising through Facebook, Google, and online platforms of newspapers and publications popular among farmers and members of the industry and trade sector (such as Vietnam Agriculture Newspaper and Industry and Trade Magazine), while integrating such promotional activities with the Company's official website.

+ Conduct marketing, advertising, training programs and introduce new products into target markets, particularly in Southern Vietnam, the Central Highlands and Northern mountainous regions.

+ Participate in the Vinachemmart and Vinachem Agriculture e-commerce platforms organized by the Vietnam National Chemical Group in order to promote the Company's brand and image to a broader customer base.

**\* Investment and Construction Activities:**

+ Accelerate investment procedures while ensuring compliance with State regulations and the Company's internal regulations, thereby ensuring project implementation schedules, reducing investment costs and bringing projects into operation as soon as possible.

+ Focus on investment projects aimed at improving working conditions, environmental performance and operational stability, including excavators, trucks and other production-supporting equipment.

+ For the investment project at Zone B, Bim Son Industrial Park, Thanh Hoa Province: Carry out all procedures in accordance with regulations to facilitate the early commencement of the project.

**\* Revision of Internal Regulations, Financial Management, and Emulation and Reward Activities:**

- Continue reviewing and improving the system of internal regulations and policies; develop, amend and supplement regulations and policies to ensure consistency with practical requirements and State regulations.

- Implement financial management in a transparent and public manner, in strict compliance with regulations issued by competent State authorities.

- Launch emulation campaigns with specific themes, objectives and implementation plans. Conduct periodic reviews and final evaluations, provide timely recognition and rewards to outstanding units and individuals, replicate exemplary models throughout the Company, and maximize the effectiveness of emulation movements.

**GENERAL DIRECTOR**



**Van Hong Son**

No.: 52.../TTTr-HDQT

Hanoi, June 14, 2026

## PROPOSAL

*On Amendments and Supplements to the Registered Business Lines  
of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company*

**To: The General Meeting of Shareholders of  
Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company**

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

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

*Pursuant to the Charter of Van Dien Fused Magnesium Phosphate Fertilizer Joint  
Stock Company approved by the General Meeting of Shareholders on April 23, 2024;*

*Pursuant to practical requirements in the governance and operation of the  
Company,*

The Board of Directors of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Company's registered business lines in order to ensure compliance with current legal regulations and the Company's actual operational situation.

At the same time, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to organize the implementation of the following contents:

To finalize dossiers and procedures for registration of changes to business lines with competent state authorities in accordance with regulations of law;

To amend and supplement Clause 1, Article 4 of the Company Charter corresponding to the contents of the registered business lines approved by the General Meeting of Shareholders;

To proactively adjust and finalize the contents of the registered business lines in accordance with requests of competent state authorities (if any), provided that such adjustments do not change the contents approved by the General Meeting of Shareholders.

Detailed contents of the amendments and supplements to the Company's registered business lines are presented in the Appendix attached to this Proposal.



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

Respectfully yours./.

Attachments:

*Appendix: Summary of Amendments and Supplements to the Company's Business Lines.*

**Recipients:**

- As above;
- Archived at Administration Department.

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



**Phung Ngoc Bo**



APPENDIX 1

REPORT ON THE AMENDMENT AND SUPPLEMENTATION OF BUSINESS LINES

(Attached to Proposal No. 52 /TTr-BOD dated 04/06/2026 of the Board of Directors)

| No. | Current Business Registration |  | Business Registration after Amendment and Supplementation |   | Supplementation Legal Basis   | Practical Basis   |
|-----|-------------------------------|--|---|---|---|---|
|     | Code                          | Business Line  | Code  | Business Line   |   |   |
| 1   | 2012<br>(Main)                | Manufacture of fertilizers and nitrogen compounds<br><i>Including: the manufacture and trading of fused magnesium phosphate fertilizer, other fertilizers, construction materials, and packaging products.</i> | 2012  | Manufacture of fertilizers and nitrogen compounds<br><i>Including: the manufacture of fused magnesium phosphate fertilizer and other fertilizers.</i> | Theo Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister | Under Decision No. 36/2025/QD-TTg, business line code 2012 does not cover the trading of fertilizers, or the manufacture and trading of construction materials and packaging. |
| 2   | 8299                          | Other remaining business support service activities n.e.c.<br><i>Including:</i>  | 8299  | No amendment; maintained as currently registered  | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister      |   |
| 3   |                               | - Export of fused magnesium phosphate fertilizer and other fertilizers;<br>- Import of fertilizers, raw materials, machinery and equipment serving the Company's production and business activities.           | 4679  | Other specialized wholesale n.e.c.<br><i>Including: wholesale of fertilizers</i>  | Theo Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister | Consistent with applicable laws and regulations and the Company's actual production and business operations   |
| 4   |                               |  | 4773  | Retail sale of other new goods<br><i>Including: retail sale of fertilizers.</i>   | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister      | In compliance with applicable laws and regulations and consistent with the Company's actual production  |

| No. | Current Business Registration |  | Business Registration after Amendment and Supplementation |  | Supplementation Legal Basis  | Practical Basis   |
|-----|-------------------------------|--|---|--|--|---|
|     | Code                          | Business Line  | Code  | Business Line  |  |   |
|     |                               |  |   |  |  | and business operations   |
| 5   | 2829                          | <b>Manufacture of other special-purpose machinery</b><br><i>Including: the manufacture of machinery and equipment for fertilizer production.</i>       | 2829  | No amendment; maintained as currently registered   | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister |   |
| 6   | 3320                          | <b>Installation of industrial machinery and equipment</b><br><i>Including: the installation of machinery and equipment for fertilizer production.</i>  |   | No amendment; maintained as currently registered   | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister |   |
| 7   | 7490                          | <b>Other professional, scientific and technical activities n.e.c.</b><br><i>Including: the transfer of technology for fertilizer production lines.</i> | 7499  | <b>All other professional, scientific and technical activities n.e.c.</b><br><i>Including: the transfer of technology for fertilizer production lines.</i> | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister | Under Decision No. 36/2025/QD-TTg, business line code 7490 is no longer provided. |
| 8   | 4321                          | <b>Electrical installation</b><br><i>Including: the installation of electrical systems for fertilizer production.</i>                                  |   | No amendment; maintained as currently registered   | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister |   |
| 9   | 2592                          | <b>Machining; treatment and coating of metals</b><br><i>Including: metal machining for fertilizer production.</i>                                      |   | No amendment; maintained as currently registered   | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister |   |
| 10  | 4299                          | <b>Construction of other civil engineering projects</b>  |   | No amendment; maintained as currently registered   | Decision No. 36/2025/QD-TTg dated September                                |   |

| No. | Current Business Registration |   | Business Registration after Amendment and Supplementation |  | Supplementation Legal Basis  | Practical Basis |
|-----|-------------------------------|---|---|--|--|-----------------|
|     | Code                          | Business Line   | Code  | Business Line                                    |  |                 |
|     |                               | <i>Including: the construction of civil engineering works for fertilizer production.</i>  |   |  | 29, 2025 of the Prime Minister   |                 |
| 11  | 4933                          | <b>Freight transport by road</b><br><i>Including: the transportation of goods by specialized trucks and other motor vehicles.</i>                             |   | No amendment; maintained as currently registered | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister |                 |
| 12  | 4322                          | <b>Plumbing, heat and air-conditioning installation</b><br><i>Including: the installation of water supply and drainage systems for fertilizer production.</i> |   | No amendment; maintained as currently registered | Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister |                 |

No.: 53...../TTr-HDQT

Hanoi, June 4, 2026

## **PROPOSAL**

*On Amendments and Supplements to the Company Charter  
of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company*

**To: The General Meeting of Shareholders of  
Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company**

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

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the  
Government detailing the implementation of a number of articles of the Law on Securities  
and Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government  
amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;*

*Pursuant to the Charter of Van Dien Fused Magnesium Phosphate Fertilizer Joint  
Stock Company approved by the General Meeting of Shareholders on April 23, 2024;*

*Pursuant to practical requirements in the governance and operation of the  
Company,*

The Board of Directors of Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Company Charter in order to ensure compliance with current legal regulations and the Company's actual operational situation.

At the same time, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to finalize and promulgate the Company Charter after approval by the General Meeting of Shareholders in accordance with regulations.

The contents of the amendments and supplements and the draft Company Charter are presented in the documents attached to this Proposal.

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

Respectfully yours./.

**Attachments:**

- *Appendix: Summary of Amendments and Supplements to the Company Charter;*
- *Draft Company Charter.* ✓

**Recipients:**

- As above;
- Archived at Administration Department.

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



**Phung Ngoc Bo**

**APPENDIX 2**

**REPORT ON AMENDMENTS TO THE COMPANY'S CHARTER**

*(Attached is official letter No.53 /PLVD-NDD dated 04/06/2026 from the Representative)*

*Regarding the amendment and supplementation of the Company Charter and the Company's Internal Government*

*Regulations approved at the 2026 Annual General Meeting of Shareholders)*

| No.      | Provisions under the Current Regulation   | Provisions under the Regulation after Amendment and Supplementation.   | Practical Basis   | Legal basis  | Note                                  |
|----------|---|--|---|--|---------------------------------------|
| <b>I</b> | <b>The regulations has been stipulated in the amended and supplemented Charter.</b>   |  |   |  |                                       |
| 1        | <b>Article 1: Explanation of Terms</b><br>Clause h, paragraph 1, Article 1: Business managers are those who manage the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and the Chief Accountant of the Company. | <b>Article 1: Explanation of Terms</b><br>Point h, Clause 1, Article 1: Business managers are those who manage a company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director, Deputy General Director and Chief Accountant of the Company | Ensure compliance with legal regulations.                 | <i>Clause 24, Article 4 of the 2020 Law on Enterprises</i>                             | Remove the Chief Accountant position. |
| 2        | <b>Article 2: Name, form, head office, branches, representative offices, business locations, and operating period of the Company</b><br>Clause 3, Article 2: Address of the head office: Phan Trong Tue Street, Tam Hiep Commune, Thanh Tri District, Hanoi City                    | <b>Article 2: Name, form, head office, branches, representative offices, business locations, and operating period of the Company</b><br>Clause 3, Article 2: Address of the head office: Phan Trong Tue Street, Dai Thanh Commune, Hanoi City  | In accordance with the business registration certificate. | <i>Certificate of Business Registration No. 10 dated August 6, 2025 of the Company</i> |                                       |
| 3        | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b>  | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b>   | Increase proactiveness in making decisions                | <i>Point d, Clause 2, Article 138 of</i>   |                                       |

| No. | Provisions under the Current Regulation  | Provisions under the Regulation after Amendment and Supplementation.   | Practical Basis  | Legal basis  | Note |
|-----|--|--|--|--|------|
|     | Clause d, paragraph 1, Article 15: Decisions to invest in or sell assets with a value of 30% or more of the total asset value recorded in the Company's most recent financial statement.   | Clause d, paragraph 1, Article 15: Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement.   | regarding the Company's investment activities, asset acquisition and transactions; ensure consistency with the scale of production and business operations and compliance with current legal regulations.  | <i>the 2020 Law on Enterprises</i>                                   |      |
| 4   | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b><br>Point p, Clause 2, Article 15: Decisions to invest in or sell assets with a value of 30% or more of the total asset value recorded in the Company's most recent financial statement. | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b><br>Point p, Clause 2, Article 15: Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement. | Increase proactiveness in making decisions regarding the Company's investment activities, asset acquisition and transactions; ensure consistency with the scale of production and business operations and compliance with current legal regulations. | <i>Point d, Clause 2, Article 138 of the 2020 Law on Enterprises</i> |      |
| 5   | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b><br>Point r, Clause 2, Article 15: The company enters into   | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b><br>Point r, Clause 2, Article 15: The company enters into contracts   | Increase proactiveness in making decisions regarding the Company's   | <i>Clause 3, Article 167 of the 2020 Law on Enterprises</i>          |      |

| No. | Provisions under the Current Regulation  | Provisions under the Regulation after Amendment and Supplementation.   | Practical Basis   | Legal basis   | Note |
|-----|--|--|---|---|------|
|     | contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 30% of the total value of the company's assets as recorded in the most recent financial statement.   | and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement.   | investment activities, asset acquisition and transactions; ensure consistency with the scale of production and business operations and compliance with current legal regulations. |   |      |
| 6   | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b><br>Point s, Clause 2, Article 15: Approval of transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law. | <b>Article 15: Rights and obligations of the General Meeting of Shareholders</b><br>Point s, Clause 2, Article 15: Approval of transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law (as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, and any amending, supplementing, or replacing documents). | In accordance with legal regulations  | <i>Supplemented according to Clause 84, Article 1 of Decree 245/2025/ND-CP dated September 11, 2025</i> |      |
| 7   | <b>Article 21: Conditions for the adoption of a resolution of the General Meeting of Shareholders</b><br>Clause d, paragraph 1: Investment projects or asset   | <b>Article 21: Conditions for the adoption of a resolution of the General Meeting of Shareholders</b><br>Clause d, paragraph 1: Investment projects or asset   | Increase proactiveness in making decisions regarding the Company's investment activities,   | <i>According to Point d, Clause 1, Article 148 of the 2020 Law on Enterprises</i>                       |      |

| No. | Provisions under the Current Regulation  | Provisions under the Regulation after Amendment and Supplementation.   | Practical Basis   | Legal basis  | Note |
|-----|--|--|---|--|------|
|     | sales with a value of 30% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's charter stipulates a different percentage or value.   | sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's charter stipulates a different percentage or value.   | asset acquisition and transactions; ensure consistency with the scale of production and business operations and compliance with current legal regulations.  |  |      |
| 8   | <p><b>Article 22: Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders</b><br/>           Clause d, paragraph 1, Article 22: Decisions to invest in or sell assets with a value of 30% or more of the total asset value recorded in the company's most recent financial statement, except in cases where the Company's Charter stipulates a different percentage or value.</p> | <p><b>Article 22: Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders</b><br/>           Clause d, paragraph 1, Article 22: Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, except in cases where the Company's Charter stipulates a different percentage or value.</p> | <p>Increase proactiveness in making decisions regarding the Company's investment activities, asset acquisition and transactions; ensure consistency with the scale of production and business operations and compliance with current legal regulations.</p> | <p><i>Point d, Clause 2, Article 147 of the 2020 Law on Enterprises</i></p>            |      |
| 9   | <p><b>Article 26: Composition and term of office of the Board of Directors</b><br/>           Clause 3, Article 26: The structure of the Board of Directors of a public company must ensure that at least one-third of the total number of</p>   | <p><b>Article 26: Composition and term of office of the Board of Directors</b><br/>           Clause 3, Article 26: The structure of the Board of Directors must ensure compliance with the provisions of the law on public companies;</p>   | <p>In accordance with legal regulations</p>   | <p><i>Amended according to Clause 79, Article 1 of Decree 245/2025/ND-CP dated</i></p> |      |

| No. | Provisions under the Current Regulation  | Provisions under the Regulation after Amendment and Supplementation.   | Practical Basis  | Legal basis  | Note |
|-----|--|--|--|--|------|
|     | Board members are non-executive members. The company shall minimize the number of Board members who also hold executive positions in the company to ensure the independence of the Board of Directors.   | in which, with 05 (five) members, the Board of Directors must have at least 01 (one) non-executive member. Non-executive members must fully meet the standards and conditions as prescribed by current law. The Company shall minimize the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.  |  | <i>September 11, 2025</i>  |      |
| 10  | <p><b>Article 27: Powers and obligations of the Board of Directors</b></p> <p>Clause h, paragraph 2, Article 27: Through purchase, sale, loan, and other contracts and transactions with a value of 30 % or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Clause d, paragraph 2, Article 138, and paragraphs 1 and 3, Article 167 of the Law on Enterprises.</p> | <p><b>Article 27: Powers and obligations of the Board of Directors</b></p> <p>Clause h, paragraph 2, Article 27 : Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Clause d, paragraph 2, Article 138, and paragraphs 1 and 3, Article 167 of the Law on Enterprises.</p> | Increase proactiveness in making decisions regarding the Company's investment activities, asset acquisition and transactions; ensure consistency with the scale of production and business operations and compliance with current legal regulations. | <i>Point h, Clause 2, Article 153 of the 2020 Law on Enterprises</i> |      |

| No. | Provisions under the Current Regulation   | Provisions under the Regulation after Amendment and Supplementation.  | Practical Basis | Legal basis  | Note |
|-----|---|---|-----------------|--|------|
| 11  | <p><b>Article 42: Responsibility for honesty and avoiding conflicts of interest</b></p> <p>Point a, Clause 6, Article 42: For transactions with a value less than or equal to 20% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of those members of the Board of Directors who have no vested interest;</p> | <p><b>Article 42: Responsibility for honesty and avoiding conflicts of interest</b></p> <p>Point a, Clause 6, Article 42: For transactions with a value less than 35 % of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be reported to the Board of Directors and approved by a majority vote of Board members who have no vested interest;</p> |                 | <p><i>Clause 2, Article 167 of the 2020 Law on Enterprises</i></p> |      |
| 12  | <p><b>Article 42: Responsibility for honesty and avoiding conflicts of interest</b></p> <p>Clause b, paragraph 6, Article 142: For transactions with a value exceeding 20% or transactions resulting in a transaction value arising within 12 months from the date of the</p>   | <p><b>Article 42: Responsibility for honesty and avoiding conflicts of interest</b></p> <p>Point b, Clause 6, Article 142: For transactions from 35 % or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of</p>  |                 | <p><i>Clause 3, Article 167 of the 2020 Law on Enterprises</i></p> |      |

| No. | Provisions under the Current Regulation  | Provisions under the Regulation after Amendment and Supplementation.  | Practical Basis   | Legal basis  | Note |
|-----|--|---|---|--|------|
|     | first transaction of 30% or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction, as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an interest. | 35 % or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by vote of shareholders without an interest. |   |  |      |
| 13  | <p><b>Article 59. Effective Date</b></p> <p>1. This Charter, comprising 21 Sections and 59 Articles, was unanimously approved by the General Meeting of Shareholders of Van Dien Fused Magnesium Phosphate Joint Stock Company on .... day .... month .... year .... at the Company's headquarters (Phan Trong Tue Street, Tam Hiep Commune, Thanh Tri District, Hanoi City) and the full text of this Charter is</p>  | <p><b>Article 59. Effective Date</b></p> <p>1. This Charter, comprising 21 Sections and 59 Articles, was unanimously approved by the General Meeting of Shareholders of Van Dien Fused Magnesium Phosphate Joint Stock Company on .... day .... month .... year .... at the Company's headquarters (Phan Trong Tue Street, Dai Thanh Commune, Hanoi City) and the</p>   | In accordance with the business registration certificate. | <i>Certificate of Business Registration No. 10 dated August 6, 2025 of the Company</i> |      |

| <b>No.</b> | <b>Provisions under the Current Regulation</b> | <b>Provisions under the Regulation after Amendment and Supplementation.</b> | <b>Practical Basis</b> | <b>Legal basis</b> | <b>Note</b> |
|------------|--|---|------------------------|--------------------|-------------|
|            | hereby accepted and deemed effective           | full text of this Charter is hereby accepted and deemed effective.          |                        |                    |             |



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

DRAFT

## CHARTER

VAN DIEN FUSED MAGNESIUM PHOSPHATE FERTILIZER  
JOINT STOCK COMPANY

*Hanoi, , 2026*

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## INTRODUCTION

This Charter was adopted pursuant to Resolution No. /NQ-ĐHĐCĐ dated / /2026 of the General Meeting of Shareholders of Van Dien Fused Magnesium Phosphate Joint Stock Company.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

- a) *Charter capital* is the total par value of shares sold or subscribed for when a joint-stock company is established, as stipulated in Article 6 of these Charters;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *The Enterprise Law* is Law No. 59/2020/QH14 on Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Securities Law* is Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents);
- g) *Business executives* include the General Director, Deputy General Director, Chief Accountant of the Company, and other executives as stipulated in the Company's Charter;
- h) *Business managers* are those who manage a company, including the Chairman of the Board of Directors, members of the Board of Directors and the General Director, Deputy General Director and Chief Accountant of the Company;
- i) *Related parties* are individuals and organizations as stipulated in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;
- k) *Shareholders* are individuals or organizations that own at least one share of a joint-stock company;
- l) *Founding shareholders* are shareholders who own at least one common share and sign the list of founding shareholders of the joint-stock company;
- m) *Major shareholders* are those defined in Clause 18, Article 4 of the Securities Law;
- n) *The operating period* is the period of operation of the Company as stipulated in Article 2 of these Charters and any extension period (if any) approved by the General Meeting of Shareholders of the Company;
- o) *The stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

2. In these CHARTER, references to one or more other regulations or documents, including amendments, supplements, or replacements, are prohibited.

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

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

### **Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company**

1. Company Name:

- Company name in Vietnamese: Van Dien Fused Magnesium Phosphate Joint Stock Company;

- Company name written in a foreign language: Van Dien Fused Magnesium Phosphate Fertilizer Joint Stock Company;

- Company abbreviation: VADFCO.

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. The company's registered office is:

- Head office address: Phan Trong Tue Street, Dai Thanh Commune, Hanoi;

- Phone: 02436884489/02436885174;

- Fax: 0243 6884277;

- Email: vandienfmp@gmail.com;

- Website: vandienfmp.vn.

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

5. Unless the Company ceases operations before the deadline stipulated in Clause 2 of Article 54 or extends its operations as stipulated in Article 55 of these Charters, the Company's operating period is indefinite from the date of establishment.

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

1. The company has one legal representative : the General Director .

2. The legal representative of a company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, and represents the company as plaintiff, defendant, or party with related rights and obligations before arbitration panels and courts. The responsibilities of the legal representative are governed by Article 13 of the Enterprise Law and other rights and obligations as stipulated by current law.

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

4. If the authorization expires and the company's legal representative has not returned to Vietnam and no other authorization is given, the authorized person shall continue to exercise the rights and obligations of the company's legal representative within the scope of the authorization until the company's legal representative returns to work, or until the Board of Directors decides to appoint a replacement.

If a person is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace them.

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

#### **Article 4. Objectives of the Company's Operations**

1. The company's business lines are:

- a. Production and trading of fused phosphate fertilizer, other types of fertilizers, building materials, and packaging;
- b. Manufacturing and installing machinery and equipment for producing various types of fertilizers;
- c. Transfer of technology for production lines of various types of fertilizers;
- d. Export of fused phosphate fertilizer and other fertilizers;
- e. Importing fertilizers and other raw materials, machinery and equipment for production and business;
- f. Construction of civil engineering works for the production of various types of fertilizers;
- g. Installation of electrical systems, water supply and drainage systems, and mechanical processing for the production of various types of fertilizers;
- h. Business of transporting goods by various types of motor vehicles (to transport fertilizers and raw materials serving the Company's fertilizer production and business activities);
- i. Commercial and service business;
- j. Engaging in production and business activities that are not prohibited by law.

2. The company's operational objectives are:

- a. Preserving and developing shareholders' investment capital;
- b. Ensuring a balance of interests among the State, the Company, shareholders, and employees;
- c. Continuously develop production, trade, and service activities in the business field to achieve the highest possible profit for the Company and its shareholders;

- d. Enhancing the company's value;
- e. Continuously improve the living conditions, working conditions, and income of workers, while fulfilling the obligation to contribute to the state budget.

#### **Article 5. Scope of Business and Activities of the Company**

The company is permitted to conduct business activities in the registered business lines specified in this Charter, and has notified the business registration authority of any changes to the registered business lines and published them on the National Business Registration Portal. In cases where the company engages in conditional investment and business activities, it must meet all business conditions as stipulated in the Investment Law and relevant specialized laws.

### **IV. CHARTER CAPITAL AND SHARES**

#### **Article 6. Charter capital, shares , founding shareholders**

1. The company's charter capital is 376,653,480,000 VND (three hundred seventy-six billion, six hundred fifty-three million, four hundred eighty thousand dong).

The total charter capital of the Company is divided into 37,665,348 (thirty-seven million, six hundred sixty-five thousand, three hundred forty-eight) shares with a par value of 10,000 VND.

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

3. The Company's shares on the date of adoption of these Charters include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters.

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

5. Common shares shall be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors shall decide on the number of shares not subscribed by shareholders. The Board of Directors may distribute these shares to other shareholders and parties under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.

7. The company may issue other types of securities as prescribed by law.

#### **Article 7. Share Certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 45 days from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.

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

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed and registered for trading on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

#### **Article 10. Reclamation of shares (in the case of business registration)**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.

2. The aforementioned payment notice must clearly state the new payment deadline (at least [07 days] from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be forfeited.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law . The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

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

The Company's organizational structure for management, administration, and control includes:

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

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

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each common share has one voting right;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority shall be given to purchasing new shares in proportion to each shareholder's ownership of common shares in the Company;
  - d) Freely transfer their shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
  - d) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

- e) Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) When the Company is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) Request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;
- i) Equal treatment. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In the case of preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- l) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
- m) Other rights as prescribed by law and these Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law ;
- b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts , transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c) Request the Board of Supervisors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;
- d) Proposals for inclusion in the General Meeting of Shareholders agenda. Proposals must be in writing and submitted to the Company no later than 05 working days before the meeting date. The proposal must clearly state the shareholder's name, the

number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

d) Other rights as prescribed by law and these Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Board of Supervisors. Unless otherwise stipulated in the Company's Charter, the nomination of individuals to the Board of Directors and the Board of Supervisors shall be carried out as follows:

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

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

### **Article 13. Obligations of Shareholders**

Common shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.

2. Capital contributed in the form of common shares may not be withdrawn from the Company in any form, except in the case where the shares are repurchased by the Company or another party.

If a shareholder withdraws part or all of their contributed share capital in violation of the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with the company's charter and internal management regulations.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

- a) Attend and vote /contest directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote /cast ballots at the meeting;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send ballots /election forms to the meeting via mail, fax, or email;
- d) Submitting ballots /voting documents by other means as prescribed by law.

7. Bear personal responsibility when acting in the name of the Company in any form to carry out one of the following act:

- a) Violation of the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Pay off debts that are not yet due in order to mitigate financial risks to the Company.

8. Fulfill other obligations as required by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
  - b) The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members required by law;
  - c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
  - d) At the request of the Board of Supervisors;
- d. Other cases as prescribed by law and these Regulations.

#### 4. Convene an extraordinary general meeting of shareholders.

a) The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;

c) If the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

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

d) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law .

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

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

- a) Through the company's development strategy;

- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
- d) Decisions to invest in or sell assets with a value of 35 % or more of the total asset value recorded in the Company's most recent financial statement -
- d) Decisions to amend or supplement the company's charter;
- e) Through annual financial reports;
- g) Decision to repurchase more than 10% of the total number of shares sold of each class;
- h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Decisions on reorganizing or dissolving the Company;
- k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l) Approve /Amend/Supplement the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;
- m) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) Audited annual financial statements;
- c) Reports from the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director;
- d) Self-assessment report on the performance of the Board of Supervisors and its members;
- e) The dividend rate per share for each class;
- g) Number of members of the Board of Directors and the Board of Supervisors;
- h) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

- k) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
- l) Supplementing and amending the company's charter;
- m) The type of shares and the number of new shares to be issued for each type of share;
- n) Dividing, separating, merging, consolidating or transforming the Company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decisions to invest in or sell assets with a value of 35 % or more of the total asset value recorded in the Company's most recent financial statement.
- q) Decision to repurchase more than 10% of the total number of shares sold of each class;
- r) The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35 % of the total value of the company's assets as recorded in the most recent financial statement;
- s) Approve transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law (as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, and any amending, supplementing, or replacing documents).
- t) Approve /Amend/Supplement the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;
- u) Other matters as prescribed by law and these CHARTER.

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

**Article 16. Authorization to attend the General Meeting of Shareholders**

1. Individual shareholders may only authorize one other individual or organization to act as their representative. Organizations that are shareholders of the Company and own at least 10% of the total number of common shares may authorize a maximum of five people to act as their representatives.

2. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize another individual or organization to attend, or attend meetings through proxy.

through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law, according to the following specific percentages:

- a) Individual shareholders may only authorize one other individual or organization to attend the meeting on their behalf;

b) In the case where a shareholder is an organization owning less than 10% of the total number of common shares, it has the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders; from 10% or more of the total number of common shares, it has the right to authorize a maximum of five (05) people to attend. If there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined. If the owner, member, or shareholder of the company does not determine the capital contribution and the corresponding number of shares for each authorized representative, the capital contribution and the number of shares will be divided equally among the number of authorized representatives.

3. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

4. The ballot /voting slip of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances, except in the following case:

a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

b) The person who granted the authorization has revoked the designation;

c) The grantor has revoked the authority of the grantee.

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

### **Article 17. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the

total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

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

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

**Article 18. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the program and content for the congress;

c) Prepare documents for the conference;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

d) Determine the time and location for holding the congress;

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

g) Other tasks related to the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

b) A list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Board of Supervisors;

c) Voting /election ballot ;

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

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 05 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

a) The petition was submitted in violation of the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters;

c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and these Regulations.

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

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice inviting the second meeting shall be sent within 30 days from the date of the first scheduled meeting . The second General Meeting of Shareholders is held when the number of shareholders in attendance represents 33% or more of the total voting rights .

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice inviting shareholders to a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

#### **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the votes in favor of the resolution are collected first, followed by the votes against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote /elect at the general meeting immediately after registration. The chairperson is not obligated

to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

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

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

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

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

a) Arrange seating at the venue for the Shareholders' General Meeting;

b) Ensure the safety of everyone present at the meeting venues;

c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote of approval, disapproval, and abstention. The results of the vote count will be announced by the chairperson immediately before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after

registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

- a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;
- b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;
- c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

#### **Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing 65% or more of the total voting rights of all **shareholders present and voting at the meeting**, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law ; **the specific percentage shall be stipulated in the Company's Charter.**

- a) The type of shares and the total number of shares of each type;
- b) Changes in industry, occupation, and business sector;

- c) Changes to the company's organizational and management structure;
- d) Investment projects or asset sales with a value of 35 % or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's charter stipulates a different percentage or value;
- d) Reorganize or dissolve the Company;
- e) Other matters as stipulated in the Company's Articles of Association.**

2. Resolutions are passed when the number of shareholders holding more than 50% of the total voting rights of all parties. Shareholders attending and voting at the meeting approve, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law ; the specific percentage is stipulated in the Company's Charter.

3. The voting for members of the Board of Directors and the Board of Supervisors must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Board of Supervisors are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the Company's election regulations.

4. Resolutions passed by 100% of the total voting shares of the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

#### **Article 22. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Enterprise Law, specifically:

- a) Amend and supplement the contents of the Company's Charter;
- b) Company development orientation;

- c) The type of shares and the total number of shares of each type;
  - d) Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;
  - d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, unless the Company's Articles of Association stipulate a different percentage or value;
  - e) Through annual financial reports;
  - g) Reorganizing or dissolving the company.
2. The Board of Directors must prepare ballots, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 15 days prior to the meeting. Deadline for returning the feedback form. The requirements and procedures for submitting opinion forms and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of these Regulations.
3. The feedback form must contain the following main contents:
- a) Name, address of head office, business registration number;
  - b) Purpose of soliciting opinions;
  - c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;
  - d) Issues requiring consultation before a decision can be made;
  - d) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
  - e) Deadline for returning the answered feedback forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:
- a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;
  - b) In case of sending by fax or email, the opinion poll forms sent to the Company must be kept confidential until the time of vote counting;

c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, address of head office, business registration number;
- b) The purpose and issues requiring consultation for the resolution to be adopted;
- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d) The total number of votes in favor, against, and abstentions for each issue;
- d) The issue that was approved and the corresponding percentage of votes in favor;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;

- d) Full names of the chairperson and secretary;
- d) Summarize the proceedings and the opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- e) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese minutes shall prevail.

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

#### **Article 24. Request for annulment of a Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or these CHARTER.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and candidacy of Board of Directors members**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the company's charter;
- g) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) candidates.

3. If the number of candidates for the Board of Directors, nominated through both the nomination and candidacy process, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law , the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Directors' operating regulations. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the company's charter.

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

1. The Board of Directors has 5 members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

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

The structure of the Board of Directors must ensure compliance with the law on public companies; in which, with 05 (five) members, the Board of Directors must have at least 01 (one) non-executive member. The non-executive member must fully meet the standards and conditions as prescribed by current law. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board.

The Company's Board of Directors has a total of 1 independent member.

4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .

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

6. Members of the Board of Directors are not necessarily shareholders of the Company .

#### **Article 27. Powers 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 to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;

b) Propose the types of shares and the total number of shares authorized for sale for each type;

c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;

d) Deciding on the selling price of the Company's shares and bonds;

d) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law ;

e) Deciding on investment options and investment projects within the authority and limits prescribed by law;

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

h) Through purchase, sale, loan, lending and other contracts and transactions with a value of 35 % or more of the total asset value recorded in the Company's most recent financial statement, excluding Contracts and transactions fall under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law ;

i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the company's charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers;

k) Supervising and directing the director and other managers in the daily operation of the Company's business;

l) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

- o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of regulations on company information disclosure;
- r) Request the General Director and other managers in the company to provide information and documents on the financial situation and business operations of the company and its units.

Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are specifically stipulated in the Board of Directors' operating regulations.

- s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

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

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

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive

additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

7. Members of the Board of Directors have the right to hire lawyers to protect their legitimate rights and interests; the Company is responsible for paying all legal fees to protect the legitimate rights and interests of the Company's Board members in the following cases:

- Any member of the Board of Directors is subject to legal action by any individual or organization in accordance with the law and the Company's regulations.

- Members of the Board of Directors must comply with/properly implement the provisions of the law, the Company's Charter, and the Company's regulations and rules in the exercise of their powers and obligations. Even if they have not fully complied with/properly implemented the provisions of the law, the Company's Charter, and the Company's regulations and rules, the exercise of their powers and obligations must be based on evidence that: it benefits the Company; it is for the benefit of the Company; and it does not affect/cause damage to the legitimate and lawful rights and interests of the Company.

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

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

2. The Chairman of the Board of Directors may not also hold the position of General Director.

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

- a) Develop the program and plan of activities for the Board of Directors;

- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;

- c) Organizing the adoption of resolutions and decisions by the Board of Directors;

- d) Monitoring the implementation of resolutions and decisions of the Board of Directors;

- (d) Presiding over the General Meeting of Shareholders;

e) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or has lost his/her civil capacity, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

### **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 Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

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

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

a) Upon the recommendation of the Board of Supervisors or an independent member of the Board of Directors;

b) Based on a proposal from the General Director or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Directors;

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated

in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/ she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

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

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

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

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;
- d) Submitting ballots by other means as prescribed by law.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later

than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present at the meeting (or by written opinion: in the case of written consultation); in case of a tie vote, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors and must be at least three, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Chairman by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor of the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

### **Article 32. Person in charge of corporate governance**

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law .

2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of company administration has the following rights and responsibilities:

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

b) Prepare for meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

- c) Providing advice on meeting procedures;
- d) Attend meetings;
- d) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
- k) Other rights and obligations as prescribed by law and [Company Charter].

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

#### **Article 33. Organizational structure of the management apparatus**

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

#### **Article 34. Company Managers**

1. The company's executives include the General Director, Deputy General Director, Chief Accountant, and other management positions appointed by the Board of Directors and reporting directly to the company.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.
4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the General Director.
2. The General Director is responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.
3. The term of office for the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law. The term of office for the Deputy General Director and the Chief Accountant of the Company is 5 years and they must meet the standards and conditions prescribed by law.
4. The General Director has the following rights and responsibilities:
  - a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
  - b) To organize the implementation of resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the Company's business plan and investment plan;
  - d) Propose organizational structure and internal management regulations for the Company;
  - d) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;
  - e) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
  - g) Recruitment of employees;
  - h) Propose a plan for paying dividends or handling business losses;
  - i) Other rights and obligations as prescribed by law , this Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Nomination and candidacy of members of the Board of Supervisors (Supervisors)**

1. The nomination and election of members of the Board of Supervisors shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters, specifically as follows:

Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) candidates.

2. If the number of candidates for the Board of Supervisors nominated through election and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Supervisors's operating regulations. The incumbent Board of Supervisors's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

### **Article 37. Composition of the Board of Supervisors**

1. The Company's Board of Supervisors consists of 3 members. The term of office for a Board of Supervisors member is no more than 5 years, and they may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years preceding the audit.

3. Members of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as stipulated in these Regulations.

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

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

- c) Repeated and serious violations of the obligations of a member of the Board of Supervisors as stipulated in the Enterprise Law and the company's charter;
- d) Other cases as decided by the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Board of Supervisors must be residents of Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

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

- a) Convene a meeting of the Board of Supervisors;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign the Board of Supervisors's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

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

The Board of Supervisors has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
- 2. Be accountable to shareholders for your supervisory activities.
- 3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other managers.
- 4. Ensure coordinated activities with the Board of Directors, the General Director, and shareholders.
- 5. In the event of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
- 6. Develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.

9. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.

10. Other rights and obligations as prescribed by law .

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

1. The Board of Supervisors must meet at least twice a year, with at least two-thirds of its members attending. Minutes of the Board of Supervisors meetings must be detailed and clear. The person recording the minutes and all attending Board of Supervisors members must sign the meeting minutes. Minutes of Board of Supervisors meetings must be kept to determine the responsibilities of each Board of Supervisors member.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

#### **Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits for members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

## **X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, BOARD OF SUPERVISORS MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

### **Article 42. Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.
4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or a related party, as stipulated in the Enterprise Law and the company's charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:
  - a) For transactions with a value less than 35 % of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Board of Supervisors members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions with a value from 35 % or more of the value of transactions occurring within 12 months from the date of the first transaction being 35 % or more . The total value of assets recorded in the most recent financial statements, the significant details of this transaction, as well as the relationships and interests of the Board of Directors members, Board of Supervisors members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

#### **Article 43. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

### **XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

#### **Article 44. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, examine, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring approval from the

Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

## **XII. WORKERS AND TRADE UNIONS**

### **Article 45. Workers and trade unions**

1. The General Director must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

2. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment from the Company's retained earnings. Dividend payments to shareholders are based on the proposal of the Company's Board of Directors, according to the following principles:

- The allocation of the Reward Fund and Welfare Fund shall, in accordance with legal regulations, not exceed ten percent (10%) of the Company's after-tax profit generated during the year.

- The allocation and use of the Management and Executive Bonus Fund and other funds shall comply with legal regulations and be consistent with the company's production and business performance and investment and development needs.

2. The company does not pay interest on dividend payments or payments related to a particular stock.

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

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

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters related to profit distribution shall be handled in accordance with the law.

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

##### **Article 47. Bank Accounts**

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 48. Fiscal Year**

The Company's fiscal year begins on January 1st of each year and ends on December 31st of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31st, 2010.

##### **Article 49. Accounting System**

1. The accounting system used by the Company is either the enterprise accounting system or a specific accounting system issued and approved by a competent authority.

2. The company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

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

### **Article 50. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.

3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

### **Article 51. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 52. Auditing**

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 decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. THE SEAL OF THE ENTERPRISE**

### **Article 53. Enterprise Seal**

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws and regulations.

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

### **Article 54. Dissolution of a company**

1. A company may be dissolved in the following circumstances:
  - a) The operating period stipulated in the company's charter has expired without a decision to extend it;
  - b) In accordance with resolutions and decisions of the General Meeting of Shareholders;
  - c) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

### **Article 55. Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating term so that shareholders can vote on extending the Company's operating term as proposed by the Board of Directors.
2. The operating period will be extended when shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approve it.

### **Article 56. Liquidation**

1. At least six months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent

experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:

a) Liquidation costs;

b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;

c) Tax debt;

d) Other liabilities of the Company;

d) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

## **XIX. RESOLVING INTERNAL DISPUTES**

### **Article 57. Resolution of internal disputes**

1. In the event of disputes or complaints arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders with the Board of Directors, Board of Supervisors, General Director, or other executives;

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requires each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of Directors or the Chairman of the Board, either party may request or appoint an independent expert to mediate the dispute resolution process.

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

3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## **XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 58. Company Charter**

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.
2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

## **21. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter, comprising 21 Sections and 59 Articles, was unanimously approved by the General Meeting of Shareholders of Van Dien Fused Magnesium Phosphate Joint Stock Company on .... day .... month .... year .... at the Company's headquarters (Phan Trong Tue Street, Dai Thanh Commune, Hanoi City) and the full text of this Charter is hereby accepted and deemed effective.
2. The Articles of Association must be kept at the Company's head office.
3. These Bylaws are the sole and official document of the Company.
4. Copies or extracts of the company's charter are valid only when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors .

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Van Hong Son**