

Số/Ref.: 35 /2025/CBTT-BAF

Tp. Hồ Chí Minh, ngày 24 tháng 04 năm 2025  
HCMC, April 24<sup>th</sup>, 2025

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

Kính gửi/To:

- Ủy ban Chứng Khoán Nhà Nước  
*State Securities Commission of Vietnam*
- Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh  
*Ho Chi Minh Stock Exchange*
- Sở Giao dịch Chứng khoán Hà Nội  
*Hanoi Stock Exchange*

1. Tên tổ chức: **CÔNG TY CỔ PHẦN NÔNG NGHIỆP BAF VIỆT NAM**

*Name of organization: BAF VIETNAM AGRICULTURE JOINT STOCK COMPANY*

- Mã chứng khoán: BAF  
*Ticker symbol: BAF*
- Địa chỉ: Tầng 9, tòa nhà Vista Tower, 628C đường Võ Nguyên Giáp, Phường An Phú, Thành phố Thủ Đức, Thành phố Hồ Chí Minh.  
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2. Nội dung công bố:

*Contents of disclosure*

Công bố Điều lệ tổ chức và hoạt động của Công ty cổ phần Nông nghiệp BAF Việt Nam (“Điều Lệ”) đã được thông qua theo Nghị quyết của Đại hội đồng cổ đông thường niên năm 2025 số 23.04.2025/NQ-ĐHĐCĐ ngày 23/04/2025. Nội dung sửa đổi Điều Lệ theo Tờ trình số 10/2025/TTr-HĐQT ngày 25/03/2025 của Hội đồng quản trị về việc sửa đổi, bổ sung Điều Lệ (Chi tiết xem trong file gửi kèm).

*Disclosure of the Charter of Organization and Operation of BAF Vietnam Agriculture Joint Stock Company (the “Charter”) approved as per the Resolution of the Annual General Meeting 2025 number 23.04.2025/NQ-ĐHĐCĐ April 23<sup>rd</sup>, 2025. Details on the amendments and supplements to the Charter are provided in Proposal number 10/2025/TTr-HĐQT dated March 25<sup>th</sup>, 2025 of the Board of Directors regarding the amendments and supplements to the Charter (For more details, please refer to the attachment).*

3. Thông tin này được công bố trên trang thông tin điện tử của công ty vào ngày 24<sup>th</sup>/04/2025 tại đường dẫn: <http://baf.vn>.

*This information was published on the company's website on April 24<sup>th</sup>, 2025 at <http://baf.vn>*

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 certify that the information presented is true and correct, and we accept full legal responsibility for its validity./*

**Tài liệu đính kèm/Attachment:**

Điều Lệ.

*The Charter.*

**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT**

**LEGAL REPRESENTATIVE**

*(Ký, ghi rõ họ tên, chức vụ, đóng dấu)*

*(Sign, write full name & title, and stamp)*



*Bùi Hương Giang*

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness  
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**CHARTER  
OF BAF VIETNAM AGRICULTURE  
JOINT STOCK COMPANY**



*Ho Chi Minh City, April 23<sup>rd</sup>, 2025*



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## PREAMBLE

The Charter of Organization and Operation of BAF Vietnam Agriculture Joint Stock Company (hereinafter referred to as the "Charter") has been approved by the General Meeting of Shareholders of BAF Vietnam Agriculture Joint Stock Company (the "Company").

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of Terms

1. For the purposes of this Charter, the following terms are construed as follows:

- a) *Charter capital* means the total par value of shares sold or subscribed for at the time of the incorporation of the Joint Stock Company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* means the share capital represented by shares that entitle the holder thereof to vote on matters within the competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14, issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14, issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* means the Socialist Republic of Vietnam;
- e) *Date of incorporation* is the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or any equivalent document);
- g) *The Company's executives* mean the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant and other executives as prescribed in the Company's Charter;
- h) *Enterprise managers* mean company executives, including the Chairperson of the Board of Directors, members of the Board of Directors, Chief Executive Officer, and other individuals holding managerial positions as prescribed in the Company's Charter;
- i) *Affiliated persons* mean individuals and organizations defined in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* means an individual or organization that owns at least one share in a joint stock company;
- l) *Founding shareholder* means any shareholder who owns at least one common share and whose name appears on the list of founding shareholders of a joint stock company;
- m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) *Term of operation* means the operating duration of the Company as specified in Article 2 of this Charter, including any extension thereof (if any) approved by the Company's General Meeting of Shareholders;
- o) *The stock exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other provisions or documents shall be deemed to include amendments, supplements or replacement thereof.

3. Headings (Sections, Articles of this Charter) are inserted for ease of reference only and shall not affect the interpretation of the content herein.

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

### **Article 2. Name, structure, headquarters, branches, representative offices, business locations, and operating duration of the Company**

1. Company name:

- Company name written in Vietnamese: CÔNG TY CỔ PHẦN NÔNG NGHIỆP BAF VIỆT NAM
- Company name written in English: BAF VIETNAM AGRICULTURE JOINT STOCK COMPANY
- Abbreviated name: BAF.,JSC

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

3. Registered Head Office of the Company:

Address: 9<sup>th</sup> Floor, Vista Tower, 628C Vo Nguyen Giap Street, An Phu Ward, Thu Duc City, Ho Chi Minh City.

- Phone number: 0766074787
- Fax:
- Email:
- Website: <http://baf.vn>

4. The Company may establish branches, representative offices, and business locations for the purpose of conducting its business operations, subject to decisions of the Board of Directors and in compliance with applicable laws.

5. Unless otherwise terminated prior to the expiration of its operating duration as specified in Clause 2, Article 54 or extended according to the provisions in Article 55 of this Charter, the Company's operating duration is indefinite from the date of incorporation.

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

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

The rights and obligations of the legal representative shall be exercised in accordance with the provisions of the Law on Enterprises, this Charter and the Governance Regulations issued by the Board of Directors in accordance with the provisions of this Charter.

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

### **Article 4. Business objectives of the Company**

1. Company's business lines:



Line of business	Business code
0146	Poultry farming
0149	Other livestock farming activities Details: - Raising and breeding domestic animals, other animals including pets: dogs, cats, rabbits, reptiles, insects; - Beekeeping and honey production; - Silkworm farming and cocoon production; - Production of fur and reptile skins from livestock farming activities.
0150	Mixed farming activities
0161	Crop production support services
0162	Animal farming support services
0163	Post-harvest services
0164	Seed treatment for propagation
1010	Processing and preserving meat and meat products. Details: - Slaughtering, butchering, processing, packaging, preserving meat of livestock and poultry; - Producing chilled or frozen meat, marinated fresh meat; - Producing chilled or frozen meat, chopped fresh meat; - Producing meat products including: Sausages, Italian sausages, pudding cakes, spiced sausages, smoked sausages, pâté, ham; - Processing of animal offal; - Production, processing, and preservation of meat and other meat-based products. (No slaughtering of livestock or poultry at headquarters)
1020	Processing and preserving aquatic products and aquatic products
1030	Processing and preserving fruits and vegetables
1040	Production of animal and vegetable oils and fats
1050	Processing of milk and dairy products
1061	Milling and production of raw flour
4632	Wholesale of food products (not conducted at headquarters) excluding the export, import, and distribution of goods listed in the negative list for which foreign investors and foreign-invested economic organizations are not entitled to exercise under the law
4722	Retail sale of food in specialized stores

	(implemented according to Decision 64/2009/QĐ-UBND dated July 31, 2009 and Decision No. 79/2009/QĐ-UBND dated October 17, 2009 of the People's Committee of Ho Chi Minh City on the planning of agricultural products and food trading in Ho Chi Minh City, excluding the export, import, and distribution of goods listed in the negative list for which foreign investors and foreign-invested economic organizations are not entitled to exercise under the law
4719	Other retail in general merchandise stores  Details: Retail in supermarkets and shopping centers (excluding retail of gas cylinders, liquefied petroleum gas (LPG), used motor oil, gold bars, firearms, ammunition for hunting or sports, and metal currency and in accordance with Decision 64/2009/QĐ-UBND dated July 31, 2009, of the People's Committee of Ho Chi Minh City, and Decision 79/2009/QĐ-UBND dated October 17, 2009, of the People's Committee of Ho Chi Minh City approving the agricultural product planning in Ho Chi Minh City), and excluding the export, import, and distribution of goods listed in the negative list for which foreign investors and foreign-invested economic organizations are not entitled to exercise under the law
4620	Wholesale of agricultural and forestry raw products (except wood, bamboo, rattan) and live animals  Details: Wholesale of feed and ingredients for livestock, poultry and aquatic feed; other raw agricultural and forestry products; and live animals. (No wholesale of agricultural products at the headquarters excluding the export, import, and distribution of goods listed in the negative list for which foreign investors and foreign-invested economic organizations are not entitled to exercise under the law).
4773	Retail sale of other new goods in specialized stores  Details: Retail sale of feed and raw materials for livestock, poultry and aquatic feed in specialized stores.
1080	Production of animal, poultry and aquatic feed
4321	Electrical installation
5210	Warehousing and storage; (except for warehousing and storage of coal, scrap, chemicals, warehouse leasing)
0141	Raising and breeding cows and buffaloes
0142	Raising and breeding horses and other equines
0144	Raising and breeding sheep, goats, and deers
<b>0145</b>	<b>Raising and breeding pigs</b>



<b>(Primary line of business)</b>	
4222	Construction of water supply and drainage works

2. Company's operating objectives:

- a. To build and maintain a reputable brand, while expanding and developing in other business segments where the Company holds a competitive advantage, creating a foundation for long-term and sustainable growth.
- b. To mobilize and use capital effectively in production and business;
- c. To harmonize the interests of the State, Company, and its shareholders and employees;
- d. To maximize the Company's operational efficiency, generating employment and income for employees, safeguard the legitimate rights and interests of shareholders, and fulfill obligations to the State.

**Article 5. Scope of business and operations of the Company**

The Company is permitted to engage in business activities as specified in this Charter, which have been duly registered, any amendments of which have been notified to the business registration authority and publicly disclosed on the National Business Registration Information Portal.

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

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

1. The Company's charter capital is **VND 3,040,216,420,000** (*Three trillion, forty billion, two hundred sixteen million, four hundred twenty thousand Vietnamese Dong*)

The total charter capital of the Company is divided into 304,021,642 shares (Three hundred and four million, twenty-one thousand, six hundred forty-two shares) with a par value of VND 10,000/share.

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. As of the date of adoption of this Charter, the Company's shares consist solely of common shares. The rights and obligations of shareholders holding such shares are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. As of the date of adoption of this Charter, no restrictions on the transfer of shares held by founding shareholders remain in effect.

Common shares must be offered with priority to existing shareholders in proportion to their holdings in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares that shareholders not subscribed for will be allocated at the discretion of the Board of Directors of the Company. The Board of Directors may allocate such shares to shareholders



or others parties provided that the terms and conditions are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with the procedures set forth herein and applicable laws.

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 of shares and class of shares owned.

2. Share certificate is a type of security that certifies the legal rights and interests of the holder in a portion of the share capital of the issuing organization. Each share certificate must include all the information as prescribed in Clause 1, Article 121 of the Law on Enterprises .

3. Within thirty (30) days from the date the Company receives a complete and valid application for the transfer of ownership of shares as prescribed by the Company, or within two (02) months from the date of full payment for the shares as prescribed in the Company's share issuance plan (or within another period specified in the terms of issuance), the shareholder shall be issued a share certificate. Shareholders shall not be required to pay any fee for the printing of the share certificates.

4. In case a share certificate is lost, damaged, or destroyed, the shareholder may request a re-issuance of the certificate. Such request must include the following:

- a) Information about the share certificate that has been lost, damaged, or destroyed;
- b) A written commitment to assume full responsibility for any disputes that may arise from the re-issuance of the certificate.

5. In case a shareholder changes their contact address, they must promptly notify the Company to update the shareholder register accordingly. The Company shall not be liable for any failure to contact a shareholder due to that shareholder's failure to notify the Company of their updated contact information. Moreover, the inability to contact or send letters or documents to shareholders due to the lack of such notice will not affect the procedures for convening the General Meeting of Shareholders, soliciting written consent of shareholders, delivering documents, or the validity of resolutions by the General Meeting of Shareholders.

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

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

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

1. All shares are free to transfer unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the Law on Securities and the stock market.

2. Unpaid shares may not be transferred and shall not entitle the holder any shareholder rights, including the right to receive dividends, bonus shares issued from equity capital, the right to purchase newly offered shares and other entitlements as prescribed by law.



## **Article 10. Share Forfeiture (Applicable upon Company Incorporation)**

1. In case that a shareholder fails to pay in full and on time the amount due for the purchase of shares, the Board of Directors shall notify and has the right to demand payment of the outstanding amount. The shareholder shall be liable, to the extent of the total par value of the shares subscribed, for any financial obligations of the Company arising from the non-payment.
2. The payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and must clearly state that in case of non-payment by the deadline will result in the forfeiture of the unpaid shares.
3. The Board of Directors has the right to forfeit any shares for which full and timely payment has not been made in accordance with the payment notice.
4. Shares that are forfeited shall be deemed to be authorized but unissued shares as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell or redistribute such shares according, directly or through authorized agent, on such terms and in such manner as the Board of Directors deems appropriate.
5. A shareholder whose shares have been forfeited shall cease to be a shareholder in respect of those shares, but shall remain liable for the total par value of the shares subscribed, for any financial obligations of the Company arising at the time of the forfeiture, as determined by the Board of Directors, from the date of forfeiture until the full payment is made. The Board of Directors shall have full authority to enforce payment of the full value of the shares at the time of forfeiture.
6. Notice of forfeiture shall be sent to the holder of the shares prior to the date of forfeiture. The forfeiture shall remain effective notwithstanding any error or omission in the delivery of the notice.

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

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

The Company's organizational structure, governance, and control structure includes:

1. General Meeting of Shareholders.
2. Board of Directors, Supervisory Board.
3. Chief Executive Officer.

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

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

1. Common shareholders shall have the following rights:
  - a) To attend and speak at the General Meeting of Shareholders, and to exercise voting rights either directly, or through a proxy, or by other means as prescribed by the Company's Charter and applicable law. Each common share carries one vote;
  - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) To have a pre-emptive right to purchase newly issued shares in proportion to their holdings of common shares in the Company;



- d) To freely transfer their shares to others, except as restricted under Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- d) To review, inspect, and extract information about names and contact addresses listed in the register of shareholders with eligible to vote; and to request correction of inaccurate information;
- e) To review, inspect, extract or copy the Company's Charter, minutes of the General Shareholders Meeting and Resolutions of the General Shareholders Meeting;
- g) In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding;
- h) To request the Company to repurchase shares in circumstances specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers upon the shareholder equal rights, obligations, and benefits. In case the Company issues preferred shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and ad hoc information disclosed by the Company in accordance with the provisions of law;
- l) To have their legitimate rights and interests protected; to petition for 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 Law on Enterprises;
- m) To enjoy other rights as prescribed by law and this Charter.

2. A shareholders or groups of shareholders holding at least 5% of the total common shares shall have the following rights:

- a) To 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 Law on Enterprises;
- b) To review, inspect, and extract meeting minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except those concerning trade secrets and confidential business information;
- c) To request the Supervisory Board to invest specific matters related to the management and operation of the Company when deemed necessary. The request must be made in writing and must include the following: Full name, contact address, nationality, legal identification of each individual shareholder; name, business registration number or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares and registration time for each shareholder, total number of shares and percentage of ownership of the shareholder group; the matter to be investigated, purpose of the investigation;
- d) To propose matter to be included in the agenda of the General Meeting of Shareholders. Such proposal must be submitted in writing and sent to the Company at least three (03) working days prior to the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter to be included in the meeting agenda;



dd) To enjoy other rights as prescribed by law and this Charter.

3. A shareholder or groups of shareholders holding at least 10% of the total common shares shall have the right to nominate candidates to the Board of Directors and Supervisory Board. The nomination process of candidates to the Board of Directors and the Supervisory Board shall be as follows:

a) Ordinary shareholders may a group to nominate candidates to the Board of Directors and the Supervisory Board and must notify other shareholders of such grouping prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause shall have the right to nominate one or more candidates for election to the Board of Directors and the Supervisory Board, according to the decision of the General Meeting of Shareholders. In case the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders.

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

Common shareholders have the following obligations:

1. To pay the full amount and on time for the shares subscribed.

2. Not to withdraw the contributed capital in any form, except in where such shares are repurchased by the Company or transferred to others. In case a shareholder unlawfully withdraws part or all of their contributed capital, that shareholder and or any related beneficiaries shall be jointly liable for the debts and other obligations of the Company to the extent of the withdrawn capital and any resulting damages.

3. To comply with the Company's Charter and Internal Management Rules.

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

5. To maintain the confidentiality of information provided by the Company according to the provisions of the Company Charter and the law; to use such information to exercise and protect their legitimate rights and interests; and not to disseminate, copy or send information provided by the Company to other organizations and individuals.

6. To attend the General Meeting of Shareholders and exercise voting rights through any of the following forms:

a) Attending and voting directly at the meeting;

b) Appointing a proxy to attend and vote at the meeting;

c) Attending and voting via online conference, electronic voting or other electronic form;

d) Submitting voting ballots to the meeting via mail, fax, or email;

dd) Submitting voting ballots by other means as prescribed in the Company's Charter.

7. To assume personal responsibility when acting on behalf of the Company in any of the following:



- a) Engaging in any activities that violate the law;
  - b) Conducting business and entering into transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Settling debts before maturity when the Company is facing financial risks.
8. To fulfill other obligations as prescribed by current laws.

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

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall be convened once a year and within four (04) months from the end of the fiscal year. The Board of Directors may extend the annual General Meeting of Shareholders, if necessary, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene on an extraordinary basis. The venue of the General Meeting of Shareholders shall be determined on the location where the Chairperson is present and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The annual general meeting of shareholders shall decide on matters as prescribed by law and the Company's Charter, particularly the approval of the audited annual financial statements. In case the Company's annual financial statement audit report contains material qualifications, adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm to attend the Annual General Meeting of Shareholders. The said representative of the approved audit firm is obliged 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) When the number of members on the Board of Directors or the Supervisory Board falls below the statutory minimum
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders. The written request may consist of multiple copies, each bearing the signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- dd) Other cases as provided by law or this Charter.

#### **4. Convening an Extraordinary General Meeting of Shareholders**

a) The Board of Directors must convene the meeting within thirty (30) days from the date the number of members of the Board of Directors, independent directors of the Board of Directors or members of the Supervisory Board falls below the legal threshold as prescribed in Point b, Clause 3 of this Article or upon receiving a valid request as prescribed in Point c and Point d, Clause 3 of this Article;



b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the next thirty (30) days, take over the responsibility of convening the meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board also fails to convene the meeting as prescribed under Point b, Clause 4 of this Article, the requesting shareholder or group of shareholders mentioned in Point c, Clause 3 of this Article may request the Company's legal representative to convene the meeting pursuant to the Law on Enterprises.

In such cases, the requesting shareholder(s) may petition the Business Registration Authority to oversee the procedures for convening, conducting, and resolving the meeting. All costs incurred in convening and organizing the General Meeting of Shareholders shall be reimbursed by the Company. This does not include expenses borne by shareholders for attending the meeting, including travel and accommodation costs.

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

#### **Article 15. Powers and Responsibilities of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following powers and responsibilities:

a) To approve the Company's development strategy;

b) To decide on the types of shares and the total number of shares of each type to be offered; and to determine the annual dividend rate for each class of shares;

c) To elect, remove, or dismiss members of the Board of Directors and the Supervisory Board;

d) To approve investment or disposal of assets valued at 35% or more of the total assets as recorded in the most recent financial statements of the Company;

dd) To amend or supplement the Company's Charter;

e) To approve the Company's annual financial statements;

g) To decide on the repurchase of more than 10% of the total issued shares of any class;

h) To review and take appropriate actions regarding violations committed by members of the Board of Directors or the Supervisory Board that result in losses to the Company or its shareholders;

i) To decide on the reorganization or dissolution of the Company;

k) To determine the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l) To approve the internal corporate governance regulations and the operational regulations of the Board of Directors and the Supervisory Board;

m) To approve the list of approved audit firms; to appoint an approved audit firm to audit the Company's operations, and to dismiss such firm when deemed necessary;

n) To exercise other powers and fulfill other responsibilities in accordance with the law.

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



- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The report of the Board of Directors on corporate governance and its performance, including that of individual members;
  - d) The Supervisory Board's report on the Company's business results, and the performance of the Board of Directors and the General Director;
  - dd) The self-assessment report on the activities of the Supervisory Board and each of its members;
  - e) The dividend rate for each class of shares;
  - g) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - h) The list of approved audit firms; and the decision to appoint an audit firm to examine the Company's operations if necessary;
  - i) Other matters within its authority.
3. All resolutions and matters included in the meeting agenda must be presented, discussed, and voted upon at the General Meeting of Shareholders.

#### **Article 16. Proxy Authorization to Attend Shareholders' Meetings**

1. Shareholders, or their authorized representatives who are organizations, may attend the meeting in person or may authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Enterprise Law.

2. Any authorization for an individual or organization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The written proxy must comply with civil law regulations and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of the authorization, its duration, and must bear the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting must present the written proxy upon registration. In the case of sub-delegation (re-authorization), the attending representative must also present the original proxy from the shareholder or from the initial authorized representative (if this has not yet been registered with the Company).

3. Votes cast by an authorized representative within the scope of their proxy shall remain valid in the following situations, unless:

- a) The shareholder who granted the proxy has passed away, lost or had limited legal capacity;
- b) The shareholder has revoked the authorization;
- c) The shareholder has revoked the authority of the person granting the proxy.

This clause shall not apply if the Company receives notification of any of the above events prior to the commencement of the General Meeting or prior to the reconvening of such meeting.



## **Article 17. Modification of rights**

1. Any modification or cancellation of special rights attached to a class of preferred shares shall only take effect if approved by shareholders representing at least 65% of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights or obligations of holders of preferred shares of a specific class shall only be passed if it is approved by shareholders holding at least 75% of the total number of such preferred shares present at the meeting, or shareholders holding at least 75% of the total number of such preferred shares, in the case of approval by written consent.
2. A meeting of shareholders holding a specific class of preferred shares to vote on such changes shall only be valid if attended by at least two shareholders (or their authorized representatives) holding no less than one-third of the total par value of the issued shares of that class. If the required quorum is not met, the meeting may be reconvened within 30 days. At the reconvened meeting, any number of shareholders of that class present in person or by proxy—regardless of the number of shares held—shall constitute a valid quorum. At such meetings, any shareholder holding shares of that class, whether attending in person or by proxy, may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for convening and conducting these separate meetings shall be carried out in accordance with the provisions set forth in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to preferred shares with respect to the distribution of profits or Company assets shall not be affected by the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and any Extraordinary General Meetings. Extraordinary General Meetings must be convened in accordance with the circumstances set forth in Clause 3, Article 14 of this Charter.
2. The convener of the General Meetings must perform:
  - a) Prepare the list of shareholders eligible to attend and vote at the General Meeting. This list must be compiled no more than ten (10) days prior to the date the meeting notice is sent. The Company shall announce the record date for determining shareholders entitled to attend the General Meeting at least twenty (20) days prior to the record date.
  - b) Prepare the meeting agenda and content;
  - c) Prepare meeting materials;
  - d) Draft proposed resolutions for the General Meeting based on the anticipated agenda;
  - dd) Determine the time and venue for the meeting;
  - e) Notify and send the meeting invitation to all shareholders entitled to attend;
  - g) Carry out other tasks necessary for the organization of the meeting.
3. The meeting invitation must be sent to all eligible shareholders by a method that ensures delivery to the contact address provided by each shareholder. It must also be published on the Company's website and disclosed to the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convener must send the



invitation no later than twenty-one (21) days prior to the meeting date (counting from the date the notice is validly sent or delivered). The meeting agenda and documents relating to the matters to be voted on at the meeting must be either sent to shareholders and/or published on the Company's website. If such documents are not enclosed with the invitation, the invitation must clearly state the web link where the full meeting materials can be accessed. This includes:

- a) The meeting agenda and supporting materials;
- b) List and details of candidates for election to the Board of Directors or the Supervisory Board (if applicable);
- c) Voting ballot;
- d) Draft resolutions for each matter on the agenda.

4. Shareholders or groups of shareholders as defined in Clause 2, Article 12 of this Charter may propose items for inclusion in the meeting agenda. Such proposals must be submitted in writing and delivered to the Company no later than three (03) working days prior to the date of the meeting. The written proposal must specify the name of the shareholder(s), the number and class of shares held, and the matter(s) proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders may decline the proposal referred to in Clause 4 of this Article if:

- a) The proposal does not comply with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not meet the minimum 5% shareholding requirement as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed matter is not within the authority of the General Meeting of Shareholders;
- d) Other cases as provided by law or this Charter.

6. Unless one of the exceptions in Clause 5 applies, the convener must include any valid proposal under Clause 4 in the tentative agenda.

Such proposal will be officially added to the meeting agenda and content upon approval by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders may proceed when shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting does not meet the quorum requirement set out in Clause 1 of this Article, a second meeting invitation must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders may proceed if shareholders attending represent at least 33% of the total voting shares.

3. If the second meeting still fails to meet the quorum requirement stated in Clause 2 of this Article, a third meeting invitation must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders may proceed regardless of the number of voting shares represented by shareholders in attendance.



## **Article 20. Procedures for Convening and Voting at the General Meeting of Shareholders**

1. Prior to the commencement of the meeting, the Company shall conduct shareholder registration and continue registering until all eligible shareholders or their proxies present have completed registration, in the following order:

a) Upon registration, each shareholder or authorized representative with voting rights shall be issued a voting card indicating their registration number, full name, name of the authorized representative (if any), and the number of votes they hold. The General Meeting of Shareholders shall discuss and vote on each matter listed in the meeting agenda. Voting shall be conducted in three options: in favor, against, or abstain. At the meeting, votes in favor are collected first, followed by votes against; then the total number of votes for and against shall be counted to determine the outcome. The vote-counting results must be announced by the Chairperson before the meeting is adjourned. The meeting shall elect members to the vote-counting committee or vote-counting supervisors based on the Chairperson's proposal. The number of vote counters shall be decided by the General Meeting of Shareholders.

b) Shareholders, representatives of institutional shareholders, or authorized individuals who arrive after the meeting has commenced may still register upon arrival and participate in discussions and voting immediately thereafter. The Chairperson is not required to pause the meeting to accommodate late attendees, and previously adopted resolutions shall remain valid.

2. The election of the Chairperson, Secretary, and Vote-Counting Committee shall follow these provisions:

a) The Chairperson of the Board of Directors shall preside over the meeting or may authorize another Board member to do so. If the Chairperson is absent or temporarily incapacitated, the remaining Board members shall elect one among them to serve as Chairperson by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall facilitate the election of a Chairperson from among those present at the meeting, with the person receiving the highest number of votes becoming the Chairperson.

b) In cases not covered by point (a), the person who signed the notice to convene the meeting shall preside over the election of the Chairperson, with the nominee receiving the highest number of votes assuming the role.

c) The Chairperson shall appoint one or more individuals to act as meeting secretaries.

d) The General Meeting of Shareholders shall elect one or more members to the vote-counting committee based on the Chairperson's recommendation.

3. The meeting agenda and contents must be approved at the beginning of the General Meeting. The agenda should specify the timing of each item in detail.

4. The Chairperson shall have the authority to take all necessary and reasonable measures to ensure that the meeting is conducted in an orderly manner, follows the approved agenda, and reflects the will of the majority of attendees. These measures may include:

a) Organizing seating at the meeting venue;

b) Ensuring the safety of all attendees;



c) Facilitating participation (or continued participation) by shareholders. The person convening the meeting shall have full authority to amend these measures and take any actions deemed necessary, including issuing admission passes or adopting other suitable methods.

5. The General Meeting of Shareholders shall deliberate and vote on each matter in the agenda. Voting shall follow the format of in favor, against, or abstain. Vote-counting results shall be announced by the Chairperson before the meeting concludes.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and vote from the time of registration onward; all previous resolutions adopted before their arrival shall remain valid.

7. The convener or Chairperson of the meeting shall have the right to:

- a) Require all attendees to undergo lawful and reasonable security checks or other procedures;
- b) Request the assistance of competent authorities to maintain order and expel individuals who do not comply with the Chairperson's instructions, intentionally cause disruption, obstruct the meeting, or refuse to undergo required security procedures.

8. The Chairperson may postpone the meeting—where a valid quorum has been established—for no more than three (03) working days from the original meeting date and only under the following circumstances:

- a) The meeting venue lacks adequate seating for all attendees;
- b) Communication facilities at the venue are insufficient to ensure participation, discussion, and voting by shareholders;
- c) Disruptive or disorderly behavior by attendees threatens the fairness or legality of the meeting.

9. If the Chairperson postpones or suspends the meeting in violation of Clause 8 of this Article, the General Meeting may elect another attendee to preside over the remainder of the meeting. All resolutions passed during such a meeting shall remain valid and enforceable.

10. Where the Company uses modern technology to organize a General Meeting via online platforms, it must ensure that shareholders can participate and vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government, guiding the implementation of certain provisions of the Law on Securities.

#### **Article 21. Conditions for Resolutions of the General Meeting of Shareholders to be Adopted**

1. Resolutions on the following matters shall be adopted when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise stipulated in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) The types of shares and the total number of shares for each type;
- b) Changes to the Company's business lines or areas of operation;
- 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 Company's total asset value as recorded in the most recent financial statements;

dd) Reorganization or dissolution of the Company.

2. Other resolutions shall be deemed adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Any resolution of the General Meeting of Shareholders that is unanimously approved by 100% of the voting shares shall be deemed legally valid and effective regardless of whether the procedures for convening and voting on such resolution were in compliance with the Law on Enterprises or this Charter.

## **Article 22. Authority and Procedures for Obtaining Written Shareholder Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders shall be as follows:

1. Unless otherwise provided by law or this Charter, the Board of Directors may collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders on any matter within its authority, if deemed necessary for the Company's interests. This includes, but is not limited to, the cases outlined in Points a, b, c, d, đ, and g of Clause 2, Article 147 of the Law on Enterprises No. 59/2020/QH14, as well as the following:

a) Changes to the Company's charter capital through the issuance and/or sale of additional shares, or the repurchase and cancellation of treasury shares to reduce charter capital;

b) Issuance of different types of bonds, including convertible bonds, bonds with warrants, etc.

2. The Board of Directors must prepare the voting form, a draft resolution of the General Meeting of Shareholders, and supporting explanatory materials, and deliver them to all eligible voting shareholders no later than ten (10) days prior to the deadline for returning the completed voting form. The method of delivery must comply with Clause 3, Article 18 of this Charter.

3. The voting form must contain at least the following information:

a) Name, head office address, and enterprise registration number of the Company;

b) Purpose of collecting written opinions;

c) For individual shareholders: full name, contact address, nationality, and legal identification number; for organizational shareholders: name, enterprise registration number or legal identification document, head office address, and representative's details; number and type of shares held and corresponding voting rights;

d) Matters to be voted on;

dd) Voting options for each matter (agree, disagree, no opinion);

e) Deadline for returning the completed voting form to the Company;

g) Full name and signature of the Chairperson of the Board of Directors.



4. Shareholders may return completed voting forms to the Company via post, fax, or email, under the following conditions:

- a) For postal submissions, the form must be signed by the shareholder (if an individual), or by the legal or authorized representative (if an organization). The form must be sealed in an envelope and may not be opened prior to the vote count;
- b) For fax or email submissions, forms must remain confidential until the vote counting;
- c) Forms that are submitted after the deadline, or opened (in the case of postal submissions), or disclosed prematurely (in the case of fax/email), shall be deemed invalid. Failure to return the form shall be considered as non-participation in voting.

5. The Board of Directors shall tally the votes and prepare a vote-counting minutes, witnessed by the Supervisory Board or a shareholder who does not hold any management position in the Company. The vote-counting minutes must include:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Purpose and specific issues for which written opinions were sought;
- c) Number of shareholders and voting shares participating in the vote, distinguishing between valid and invalid votes, and the voting method used, along with an appendix listing participating shareholders;
- d) Total number of votes for, against, and abstaining for each matter;
- dd) Matters approved and the corresponding approval ratios;
- e) Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote-counting observers.

All members of the Board of Directors, vote counters, and observers shall bear joint responsibility for the truthfulness and accuracy of the vote-counting minutes, as well as for any damages resulting from dishonest or inaccurate vote counting.

6. The minutes of vote counting and the resulting resolution must be delivered to all shareholders within fifteen (15) days from the date vote counting is completed. Alternatively, the minutes and resolution may be published on the Company's official website within twenty-four (24) hours of the conclusion of vote counting, in lieu of direct delivery.

7. The completed voting ballots, the minutes of vote counting, the approved resolution, and any supporting documents distributed along with the voting ballot must be retained at the Company's principal office.

8. A resolution passed through the form of written consultation shall be deemed valid and effective as if it were adopted at a General Meeting of Shareholders, provided it receives affirmative votes from shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote.

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

1. A General Meeting of Shareholders must be recorded in written minutes and may also be audio recorded or stored in another electronic format. The minutes must be prepared in



Vietnamese and may be accompanied by a version in a foreign language, and must include the following key information:

- a) Name, head office address, and enterprise registration number of the Company;
  - b) Date, time, and venue of the meeting;
  - c) The meeting agenda and contents;
  - d) Full names of the Chairperson and the Secretary;
  - dd) A summary of the proceedings and key opinions expressed on each agenda item;
  - e) The number of shareholders and total voting rights represented at the meeting, along with an appendix listing registered shareholders and their representatives, indicating the number of shares and corresponding voting rights;
  - g) The total number of votes cast for each matter, specifying the method of voting, number of valid and invalid votes, and the breakdown of votes in favor, against, or abstaining; including the percentage corresponding to the total votes of attending shareholders;
  - h) Matters that were approved and the respective approval ratios;
  - i) Full names and signatures of the Chairperson and the Secretary. If the Chairperson and/or the Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all required information under this clause. The minutes must clearly state any refusal by the Chairperson or Secretary to sign.
2. The minutes of the General Meeting of Shareholders must be finalized and approved before the meeting is adjourned. The Chairperson, Secretary, or any person who signs the minutes shall be jointly responsible for the truthfulness and accuracy of its contents.
3. Both the Vietnamese and foreign-language versions of the minutes shall have equal legal effect. In case of any discrepancy between the two versions, the Vietnamese version shall prevail.
4. The resolution, minutes of the General Meeting of Shareholders, the appendix of registered shareholders bearing their signatures, proxies, and any accompanying documents or materials referenced in the meeting invitation must be disclosed in accordance with applicable regulations on information disclosure in the securities market, and must be retained at the Company's principal office.

#### **Article 24. Petition to Annul Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of a resolution, minutes of the General Meeting of Shareholders, or the minutes of the vote counting conducted via written consultation, any shareholder or group of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or arbitration body to review and annul the resolution, or a part thereof, in the following cases:

1. The procedures for convening the meeting or adopting the resolution seriously violated the provisions of the Law on Enterprises or the Company's Charter, except as provided in Clause 3, Article 21 of this Charter.
2. The content of the resolution is in violation of applicable laws or this Charter.



## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and Candidacy for the Board of Directors**

1. If candidates for the Board of Directors have been identified, the Company must publicly disclose information regarding such candidates at least ten (10) days prior to the date of the General Meeting of Shareholders, via the Company's official website, to allow shareholders sufficient time to review the candidates before voting. Each candidate must provide a written commitment confirming the accuracy and truthfulness of their personal information and affirming their willingness to perform their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. Disclosed information on each candidate shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial or directorship positions held (including positions on boards of other companies);
- dd) Any interests related to the Company or its affiliated parties;
- e) Any other information (if applicable) as required by the Company's Charter;
- g) BAF Agriculture Joint Stock Company shall be responsible for disclosing any companies in which the candidate currently holds a position as a member of the Board of Directors, holds other management roles, or has interests related to those companies (if applicable).

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter.

3. If, after nominations and self-nominations, the number of candidates remains insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall be responsible for nominating additional candidates or organizing nominations in accordance with this Charter, the Company's internal corporate governance regulations, and the Board's operating rules. Any nomination by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board, in accordance with the law.

4. Members of the Board of Directors must meet the eligibility criteria and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

### **Article 26. Composition and Term of the Board of Directors**

- 1. The Board of Directors shall consist of five (05) members.
- 2. The term of office for each member of the Board of Directors shall not exceed five (05) years. Members may be re-elected for an unlimited number of terms. An individual may only serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In the event all members of the Board of Directors complete their term of office simultaneously, such members shall continue to serve until new members are elected and assume their responsibilities.



3. The structure of the Board of Directors shall be as follows:

The Board of Directors of BAF Vietnam Agriculture Joint Stock Company must include a minimum of one-third (1/3) non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company to ensure the independence of the Board. The total number of independent members on the Board must comply with applicable regulations and shall include at least one (01) independent member.

4. A member shall cease to be a member of the Board of Directors if dismissed, removed, or replaced by resolution of the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not required to be shareholders of the Company.

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

1. The Board of Directors is the governing body of the Company, vested with full authority to act on behalf of the Company in making decisions and performing the rights and obligations of the Company, except for those matters falling under the authority of the General Meeting of Shareholders.

2. The powers and responsibilities of the Board of Directors are determined by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

a) To determine the Company's strategy, medium-term development plans, and annual business plans;

b) To propose the classes of shares and the total number of shares of each class that may be offered;

c) To decide on the sale of unsold shares within the scope of authorized share offerings for each class; and to determine other methods of capital mobilization;

d) To decide on the offering price of share;

dd) To decide on the bond issuance plan, including the bond type, offering price, total value, and timing of the Company's bond offerings, including both private placements and public offerings (excluding convertible bonds and bonds with warrants, which shall be decided by the General Meeting of Shareholders);

e) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

g) To approve investment plans and projects within its authority and in compliance with legal limits;

h) To determine strategies for market development, marketing, and technology adoption;

i) To approve contracts for purchases, sales, borrowing, lending, and other transactions with a value equal to or exceeding 35% of the total assets recorded in the Company's most recent financial statements, except for those transactions that fall within the authority of the General



Meeting of Shareholders under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

- k) To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign, or terminate employment contracts with the Chief Executive Officer (CEO) and other key executives as stipulated in the Charter; to determine the salaries, remuneration, bonuses, and other benefits of such managers; to designate authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and to determine their remuneration and benefits;
- l) To supervise and direct the CEO and other managers in the day-to-day operations of the Company;
- m) To determine the organizational structure and internal governance regulations of the Company;
- n) To decide on the establishment of subsidiaries, branches, and representative offices, as well as capital contributions or share purchases in other enterprises;
- o) To submit the audited annual financial statements to the General Meeting of Shareholders;
- p) To recommend the dividend payout rate; and to decide on the timing and method of dividend distribution or the handling of business losses;
- q) To propose restructuring, dissolution, or bankruptcy of the Company;
- r) To issue the Board of Directors' operational regulations and the internal corporate governance regulations after they have been approved by the General Meeting of Shareholders; and to issue the Company's information disclosure regulations;
- s) To determine the valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technologies, and technological know-how;
- t) To approve investments or disposals of assets valued from 10% to less than 35% of the total assets as recorded in the most recent financial statements of the Company;
- u) To address other business matters or transactions that, within its authority and responsibilities, the Board deems necessary to approve;
- v) To exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.

3. The Board of Directors shall report its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020, which provides detailed regulations for the implementation of certain provisions of the Law on Securities.

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

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's performance and business results.



2. Members of the Board of Directors are entitled to remuneration and performance bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of a Board member and the applicable daily rate. The Board of Directors shall propose the remuneration for each member by consensus. The total amount of remuneration and bonuses for the Board of Directors shall be determined by the General Meeting of Shareholders at the Annual General Meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with the laws on corporate income tax. It shall be disclosed as a separate line item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the Annual General Meeting.

4. Any member of the Board of Directors who holds an executive position, serves on Board committees, or performs duties beyond the normal scope of responsibilities of a Board member may receive additional compensation. This may take the form of a one-off fee, salary, commission, profit share, or other forms as determined by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred in the course of performing their duties as Board members. This includes costs incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of laws or breaches of the Company's Charter.

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

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

2. The Chairperson may not concurrently serve as the Chief Executive Officer (CEO) of the Company.

3. The Chairperson of the Board of Directors shall have the following rights and responsibilities:

- a) To develop the agenda and work plan of the Board of Directors;
- b) To prepare the meeting agenda, materials, and documentation; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To oversee the implementation of resolutions and decisions of the Board of Directors;
- dd) To preside over meetings of the General Meeting of Shareholders;
- e) To exercise other rights and perform other duties in accordance with the Law on Enterprises and the Company's Charter.

4. In the event the Chairperson resigns, is dismissed, or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of resignation, dismissal, or removal.



5. If the Chairperson is absent or otherwise unable to perform their duties, they must delegate their powers and responsibilities in writing to another member of the Board of Directors. If no such delegation is made, or if the Chairperson is deceased, missing, temporarily detained, serving a prison sentence, undergoing mandatory rehabilitation or education, has fled their residence, is legally incapacitated, suffers from cognitive or behavioral impairments, or is prohibited by court order from holding certain positions or engaging in specific activities, the remaining members of the Board of Directors shall elect a new Chairperson from among themselves by majority vote, who shall serve in that capacity until the Board of Directors issues a new decision.

### **Article 30. Board Meetings**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors, held within seven (07) working days from the date of completion of the Board election. This meeting shall be convened and presided over by the member who received the highest number or percentage of votes. If there is more than one member with equal highest votes or voting percentages, the Board members shall elect one among them, by majority vote, to convene and chair the meeting.

2. The Board of Directors must convene at least once every quarter, and may also hold extraordinary meetings as needed.

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

- a) Upon the request of the Supervisory Board or an independent Board member;
- b) Upon the request of the Chief Executive Officer (CEO) or at least five (05) other senior managers;
- c) Upon the request of at least two (02) members of the Board of Directors.

4. Requests under Clause 3 of this Article must be made in writing and must clearly state the purpose, matters for discussion, and decisions to be made that fall within the authority of the Board of Directors.

5. The Chairperson must convene the Board meeting within seven (07) working days from the date of receiving such a request. If the Chairperson fails to do so, they shall be held liable for any damage caused to the Company; in such case, the requesting parties shall have the right to convene the Board meeting themselves.

6. The Chairperson or the convener must send a meeting notice to Board members no later than three (03) working days prior to the meeting. The notice must specify the time, venue, agenda, and matters to be discussed and resolved, and the notice must be accompanied by relevant materials and voting ballots.

Notices may be delivered by written invitation, phone, fax, email, or other means as provided in the Company's Charter and must be sent to the contact address registered with the Company by each Board member.

7. The Chairperson or convener must also send the meeting notice and accompanying materials to members of the Supervisory Board in the same manner as to Board members.

Supervisory Board members have the right to attend and participate in discussions at Board meetings but do not have voting rights.



8. A Board meeting may be held only when at least three-fourths (3/4) of the total members are in attendance. If the quorum is not met, a second meeting may be convened within seven (07) days from the initially scheduled date. At this second meeting, the quorum shall be deemed met if more than half of the Board members are present.

9. A Board member shall be deemed to be present and vote at the meeting in the following cases:

- a) Attending and voting in person;
- b) Authorizing another person to attend and vote on their behalf, as approved under Clause 11 of this Article;
- c) Attending and voting via online conferencing, electronic voting, or other electronic means;
- d) Submitting a voting ballot by mail, fax, or email;
- dd) Submitting a voting ballot by other permitted means.

10. If a voting ballot is submitted by post, it must be enclosed in a sealed envelope and delivered to the Chairperson at least one (01) hour before the meeting begins. Ballots shall only be opened in the presence of all meeting participants.

11. Board members are expected to attend all Board meetings. They may authorize another person to attend and vote on their behalf only with the consent of the majority of the Board members.

12. A resolution or decision of the Board of Directors shall be passed if it receives the affirmative vote of the majority of members present. In the event of a tie, the Chairperson shall cast the deciding vote.

### **Article 31. Board Committees**

1. The Board of Directors may establish committees under its authority to oversee specific areas such as strategic development, human resources, compensation, internal audit, and risk management. Each committee shall have a minimum of three (03) members, as determined by the Board of Directors, and may consist of both Board members and external individuals. The operations of such committees must comply with the regulations issued by the Board of Directors. A committee's resolution shall be valid only if it is approved by a majority of its members present and voting at a duly convened meeting.

2. All decisions made by the Board of Directors or by any of its committees must be implemented in accordance with applicable laws, the Company's Charter, and its internal corporate governance regulations.

### **Article 32. Corporate Governance Officer**

1. The Board of Directors must appoint at least one (01) Corporate Governance Officer to support governance activities within the Company. This individual may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer may not simultaneously be employed by an auditing firm currently performing audits of the Company's financial statements.

3. The Corporate Governance Officer shall have the following rights and responsibilities:



- a) Advising the Board of Directors on convening General Meetings of Shareholders and handling shareholder relations in accordance with the law;
- b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board or the Supervisory Board;
- c) Providing guidance on the procedures of such meetings;
- d) Attending meetings of the Board of Directors and the General Meeting of Shareholders;
- d) Advising on the formulation of Board resolutions to ensure compliance with applicable laws;
- e) Providing financial information, copies of Board meeting minutes, and other relevant materials to members of the Board of Directors and the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Company's disclosure activities;
- h) Serving as a liaison with relevant stakeholders;
- i) Ensuring confidentiality of information in accordance with applicable laws and the Company Charter;
- k) Performing other rights and obligations as prescribed by law and the Company Charter.

## **VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICERS**

### **Article 33. Organizational Structure of Management**

The Company's management system shall ensure that the executive apparatus is accountable to the Board of Directors and operates under its supervision and direction in the day-to-day business operations of the Company. The Company shall have a Chief Executive Officer (CEO), Deputy Chief Executive Officers (Deputy CEOs), a Chief Accountant, and other managerial positions as may be appointed by the Board of Directors (if any). The appointment, dismissal, and removal of these positions must be carried out by resolution or decision of the Board of Directors.

### **Article 34. Executive Officers of the Company**

1. Executive Officers of the Company include the Chief Executive Officer, Deputy Chief Executive Officers, and the Chief Accountant.
2. At the recommendation of the Chief Executive Officer and with the approval of the Board of Directors, the Company may appoint additional Executive Officers in accordance with its structure and internal management regulations as adopted by the Board of Directors. Executive Officers shall be responsible for supporting the Company in achieving its strategic and operational objectives. The Chief Executive Officer shall be entitled to salary and bonus, the level of which shall be determined by the Board of Directors.
3. The CEO is paid by salary and bonus. The Chief Executive Officer's salary and bonus are decided by the Board of Directors.
4. The remuneration of Executive Officers shall be accounted for as part of the Company's business expenses in accordance with regulations on corporate income tax, presented as a separate line item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the Annual Meeting.



### **Article 35. Appointment, Dismissal, Duties, and Powers of the Chief Executive Officer**

1. The Board of Directors shall appoint one (01) of its members or may engage an external candidate to serve as the Chief Executive Officer (CEO).
2. The CEO shall be responsible for the day-to-day management of the Company's business operations, under the supervision of the Board of Directors, and shall be accountable to the Board and legally responsible for the performance of duties and exercise of powers assigned.
3. The CEO's term of office shall not exceed five (05) years and may be reappointed for an unlimited number of terms, subject to the qualifications and conditions set forth by applicable law and the Company's Charter.
4. The CEO shall have the following rights and responsibilities:
  - a) To make decisions on all matters related to the daily business operations of the Company, except those falling under the authority of the Board of Directors or the General Meeting of Shareholders; and to act in the best interest of the Company when making such decisions;
  - b) To organize the implementation of resolutions and decisions adopted by the Board of Directors;
  - c) To implement the Company's business plans and investment strategies;
  - d) To propose organizational structure and internal governance regulations of the Company;
  - dd) To appoint, dismiss, or remove management personnel within the Company, except for positions under the jurisdiction of the Board of Directors;
  - e) To determine the salaries and other benefits of employees within the Company, including managerial staff appointed under the CEO's authority;
  - g) To recruit personnel;
  - h) To propose dividend distribution plans or measures to address operational losses;
  - i) To perform other rights and duties as prescribed by law.
5. The Board of Directors may dismiss the CEO by a majority vote of attending members with voting rights and appoint a replacement.

### **IX. SUPERVISORY BOARD**

#### **Article 36. Nomination and Election of Supervisory Board Members (Supervisors)**

1. The nomination and election of Supervisory Board members shall be carried out in accordance with the same procedures set forth in Clauses 1 and 2 of Article 25 of this Charter.
2. In the event that the number of nominees and candidates for the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with this Charter, the Company's Internal Corporate Governance Regulations, and the Supervisory Board's Operating Regulations. Any nomination of additional candidates by the current Supervisory Board must be publicly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with applicable laws.



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

1. The Supervisory Board of the Company shall consist of three (03) members. Each member shall serve a term not exceeding five (05) years and may be re-elected for an unlimited number of terms.
2. Supervisory Board members must meet the eligibility criteria as prescribed under Article 169 of the Law on Enterprises, and shall not fall under any of the following disqualifying circumstances:
  - a) Being employed in the Company's accounting or finance departments;
  - b) Being a member or employee of an independent auditing firm that audited the Company's financial statements in any of the past three (03) consecutive years.
3. A Supervisory Board member shall be dismissed in the following cases:
  - a) No longer meeting the eligibility criteria as stated in Clause 2 of this Article;
  - b) Voluntarily resigning and having such resignation accepted.
4. A Supervisory Board member shall be removed in the following cases:
  - a) Failure to fulfill assigned tasks and responsibilities;
  - b) Failure to exercise rights and obligations for six (06) consecutive months, unless due to force majeure;
  - c) Repeated or serious violations of the duties and obligations of Supervisory Board members under the Law on Enterprises or this Charter;
  - d) Other cases as resolved by the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board shall be elected from among the members of the Supervisory Board, based on majority voting. A majority of the Supervisory Board members must be permanent residents in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business operations.
2. The Head of the Supervisory Board shall have the following rights and responsibilities:
  - a) To convene meetings of the Supervisory Board;
  - b) To request the Board of Directors, CEO, and other executives to provide relevant information for the purpose of reporting to the Supervisory Board;
  - c) To prepare and sign the Supervisory Board's report, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

### **Article 39. Rights and Responsibilities of the Supervisory Board**

The Supervisory Board shall exercise the rights and perform the duties stipulated in Article 170 of the Law on Enterprises and the following additional rights and responsibilities:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to determine the approved

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auditing firm that will conduct operational audits of the Company; and to dismiss the appointed auditor when deemed necessary.

2. To be accountable to the shareholders for the performance of its supervisory functions.
3. To oversee the Company's financial position and monitor the compliance with applicable laws and regulations by members of the Board of Directors, the Chief Executive Officer (CEO), and other executives.
4. To ensure coordination of its activities with the Board of Directors, the CEO, and shareholders.
5. If any violations of the law or the Company's Charter by members of the Board of Directors, the CEO, or other executive officers are discovered, the Supervisory Board must provide written notice to the Board of Directors within forty-eight (48) hours, requesting the violator to cease such conduct and implement corrective measures.
6. To develop its own Operating Regulations and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed guidance on the implementation of certain provisions of the Law on Securities.
8. To have the right to access all Company records and documents kept at the head office, branches, and other locations; and to visit the workplaces of Company managers and employees during working hours.
9. To request the Board of Directors, individual members of the Board, the CEO, and other managers to promptly and fully provide accurate information and documents relating to the management, operations, and business activities of the Company.
10. To exercise such other rights and perform such other duties as prescribed by applicable laws and regulations.

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

1. The Supervisory Board shall convene meetings at least twice per year. A quorum is established when at least two-thirds (2/3) of its members are present. Minutes of each meeting must be prepared in a clear and detailed manner. The minute-taker and all participating members of the Supervisory Board are required to sign the minutes. All meeting minutes of the Supervisory Board must be retained to ensure accountability of each member.
2. The Supervisory Board shall have the right to request the attendance of members of the Board of Directors, the Chief Executive Officer, and representatives of the approved auditing firm to clarify matters requiring further explanation.

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

The remuneration, compensation, bonuses, and other benefits of members of the Supervisory Board shall be implemented as follows:

1. Members of the Supervisory Board shall be entitled to receive remuneration, compensation, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General



Meeting of Shareholders shall approve the total annual remuneration, compensation, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are entitled to reimbursement for reasonable expenses related to meals, accommodation, travel, and the use of independent advisory services. The total remuneration and expenses shall not exceed the approved annual budget of the Supervisory Board unless otherwise resolved by the General Meeting of Shareholders.

3. Remuneration and operating expenses of the Supervisory Board shall be recorded as part of the Company's business expenses in accordance with prevailing regulations on corporate income tax and other applicable laws, and must be disclosed as a separate line item in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES**

Members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, and other executives shall perform their duties—including those undertaken in subcommittees of the Board of Directors—with integrity, diligence, and in the best interest of the Company.

##### **Article 42. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, and other executives must disclose any relevant interests in accordance with the Law on Enterprises and applicable legal provisions.

2. Members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, other executives, and their related persons may only use information obtained through their positions for the benefit of the Company.

3. These individuals are obligated to notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or other companies in which the public company holds over 50% of the charter capital, and themselves or their related persons, in accordance with applicable laws. Where such transactions require approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the resolutions approving them in accordance with securities regulations on information disclosure.

4. Members of the Board of Directors may not vote on any transaction in which they or their related persons have an interest, as prescribed by the Law on Enterprises and this Charter.

5. Members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, other executives, and their related persons may not use or disclose inside information to conduct related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, other executives, or their related parties shall not be deemed invalid in the following circumstances:

a) In the case of a transaction valued at less than 35% of the total assets as recorded in the most recent financial statements, if the key terms of the transaction and any relevant relationships and



interests of the aforementioned individuals have been reported to the Board of Directors and approved by a majority of disinterested directors;

b) In the case of a transaction valued at 35% or more of total assets—or where the cumulative value of related transactions within a 12-month period reaches or exceeds that threshold—if the key terms and any relevant relationships and interests have been disclosed to shareholders and approved by a vote of disinterested shareholders at the General Meeting of Shareholders.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives who breach their duties of honesty, loyalty, or due care, or who otherwise fail to fulfill their obligations, shall be held liable for any damages arising from such breach or failure.

2. The Company shall indemnify any individual who is or may become a party to any complaint, claim, litigation, or proceeding (whether civil or administrative, and excluding those initiated by the Company) if that individual is or was a member of the Board of Directors, a member of the Supervisory Board, the Chief Executive Officer, another executive, an employee, or an authorized representative of the Company—provided that such person acted in good faith, with due care, in the best interests of the Company, within the scope of their authority, in compliance with the law, and there is no evidence that the person breached their duties.

3. Indemnification shall cover judgments, penalties, and actual expenses (including attorneys' fees) incurred in connection with such proceedings, to the extent permitted by law. The Company may also obtain insurance to cover these indemnification liabilities for the aforementioned individuals.

### **XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to Access Books and Records**

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

a) A common shareholder may inspect, access, and make extracts of information regarding the names and contact details in the list of shareholders entitled to vote; request correction of any inaccurate information concerning themselves; and inspect, access, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

b) A shareholder or group of shareholders holding 5% or more of the total outstanding common shares has the right to inspect, access, and make extracts of the minutes and resolutions or decisions of the Board of Directors; interim and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, excluding those involving the Company's trade secrets or confidential business information.

2. If a shareholder or group of shareholders exercises their right to access records through an authorized representative, such representative must present a power of attorney granted by the relevant shareholder(s), or a notarized copy thereof.



3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall have the right to access the Company's shareholder register, list of shareholders, and other corporate books and records, provided such access is for purposes related to their official duties and that the information is kept confidential.

4. The Company is required to maintain this Charter and any amendments thereto, the Certificate of Enterprise Registration, internal regulations, documents evidencing ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other records as prescribed by law—either at the Company's head office or another location, provided that shareholders and the business registration authority are duly notified of such location.

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

## **XII. EMPLOYEES AND UNIONS**

### **Article 45. Employees and unions**

1. The Chief Executive Officer shall prepare and submit to the Board of Directors for approval matters related to the recruitment, termination, salaries, social insurance, welfare, rewards, and disciplinary actions concerning employees and Company executives.

2. The Chief Executive Officer shall also prepare and submit to the Board of Directors for approval matters concerning the Company's relations with unions in accordance with best practices, management policies, and standards, as well as the provisions of this Charter, Company regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

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

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

2. The Company shall not pay interest on dividends or any other payments relating to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the distribution of dividends in whole or in part in the form of shares. The Board of Directors shall be responsible for implementing such resolutions.

4. If dividends or other payments relating to a class of shares are to be paid in cash, they shall be paid in Vietnamese Dong. Payment may be made directly or via bank transfer based on the bank account details provided by the shareholder. The Company shall not be liable for any payments made based on the bank account details provided by a shareholder if that shareholder fails to receive the funds. For listed or registered securities, dividend payments may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining the record date for finalizing the list of shareholders entitled to receive dividends in cash or stock, notices, or other documents.



6. Other matters related to the distribution of profits shall be carried out in compliance with applicable laws.

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

##### **Article 47. Bank account**

1. The Company shall open bank accounts with banks operating in Vietnam or with branches of foreign banks that are legally permitted to operate within Vietnam.
2. Subject to prior approval from the relevant authorities, the Company may, if necessary, open bank accounts abroad in accordance with applicable laws.
3. All payments and accounting transactions of the Company shall be conducted through accounts in Vietnamese Dong or foreign currencies held at banks where the Company maintains its accounts.

##### **Article 48. Fiscal year**

The Company's fiscal year shall begin on January 1 and end on December 31 of each calendar year. The first fiscal year shall commence on the date the Enterprise Registration Certificate is issued and end on December 31, 2017.

##### **Article 49. Accounting system**

1. The Company shall apply the corporate accounting regime or any specific accounting regime as promulgated or approved by the competent authority.
2. The Company shall prepare its accounting records in Vietnamese and maintain all accounting documents in accordance with the laws on accounting and related regulations. Such records must be accurate, up to date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The accounting currency of the Company shall be the Vietnamese Dong. In cases where the Company conducts its principal transactions in a foreign currency, it may elect to use that foreign currency as its accounting currency. The Company shall be responsible before the law for such selection and shall notify the relevant tax authority accordingly.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE OBLIGATIONS**

##### **Article 50. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The audited annual financial statements shall be disclosed in accordance with the regulations on information disclosure applicable to the securities market and submitted to the relevant state authorities.
2. The annual financial statements must include all required reports, appendices, and explanatory notes as prescribed by the laws on corporate accounting. These financial statements must present a true and fair view of the Company's operations.
3. The Company shall also prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the legal requirements on information disclosure applicable to the securities market, and submit them to the relevant state authorities.



## **Article 51. Annual Report**

The Company shall prepare and disclose its Annual Report in accordance with applicable laws on securities and the securities market.

## **XVI. AUDIT OF THE COMPANY**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of eligible independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year, based on terms and conditions agreed upon with the Board.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor responsible for auditing the Company's financial statements shall have the right to attend General Meetings of Shareholders, receive notices and other materials relating to such meetings, and express opinions on matters pertaining to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 53. Company seal**

1. The Company's seal may be either a physical seal produced by a seal engraving service provider or a digital signature, in accordance with the laws on electronic transactions.
2. The Board of Directors shall determine the type, quantity, format, and content of the Company's seal, as well as those of its branches and representative offices (if any).
3. The Board of Directors and the Chief Executive Officer shall be responsible for the use and safekeeping of the seal in accordance with prevailing laws.

## **XVIII. DISSOLUTION OF COMPANY**

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

1. The Company may be dissolved under the following circumstances:
  - a) Upon expiration of its operating term as stated in the Charter, unless extended;
  - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c) Upon revocation of its Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. Early dissolution of the Company (including prior to the expiration of an extended term) shall be subject to a resolution of the General Meeting of Shareholders and shall be implemented by the Board of Directors. Such a resolution must be notified to, or approved by, the competent authority if required by law.

### **Article 55. Extension of Term**

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's operating term to enable shareholders to vote on the proposed extension.



2. The extension shall be approved if it receives affirmative votes from shareholders representing at least sixty-five percent (65%) of the total voting shares of shareholders attending the meeting.

#### **Article 56. Liquidation**

1. At least six (06) months prior to the expiration of the Company's term or upon the adoption of a dissolution resolution, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall develop its own operating procedures. Members of the Liquidation Committee may be selected from among the Company's employees or external professionals. All costs related to the liquidation process shall be prioritized for payment ahead of other Company liabilities.

2. The Liquidation Committee shall notify the Business Registration Authority of its establishment and commencement of operations. From that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation before courts and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:

- a) Liquidation expenses;
- b) Unpaid wages, severance allowances, social insurance contributions, and other entitlements owed to employees under collective labor agreements and individual labor contracts;
- c) Tax liabilities;
- d) Other outstanding debts of the Company;
- dd) Any remaining balance, after full payment of the above items (a) through (d), shall be distributed among the shareholders. Holders of preferred shares shall be paid prior to holders of ordinary shares.

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

#### **Article 57. Internal dispute resolution**

1. In the event of a dispute or claim arising in connection with the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other applicable laws, or contractual agreements between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, Supervisory Board, Chief Executive Officer, or other executives;

The parties involved shall endeavor to resolve such dispute through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairperson of the Board, the Chairperson shall preside over the resolution process and request each party to submit relevant information within thirty (30) business days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson, any party may request the appointment of an independent expert to act as a mediator for the conciliation process.





2. If the parties are unable to reach a resolution within six (06) weeks from the commencement of the mediation process, or if the mediator's proposal is not accepted by the parties, either party may refer the dispute to arbitration or a competent court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Court-related costs shall be allocated in accordance with the ruling of the court.

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

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

1. Any amendment or supplement to this Charter must be reviewed and approved by the General Meeting of Shareholders.

2. In cases where applicable laws contain provisions relevant to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from those in this Charter, such legal provisions shall prevail and govern the Company's operations.

3. In the event of any inconsistency between this Charter and the Company's internal regulations or policies, the provisions of this Charter shall take precedence.

## **XXI. EFFECTIVE DATE**

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

1. This Charter comprises 21 sections and 59 articles and was adopted by the General Meeting of Shareholders of BAF Vietnam Agriculture Joint Stock Company pursuant to Resolution No 23.04.2025/NQ-DHDCD dated April 23<sup>rd</sup>, 2025.

2. This Charter is made in three (03) copies of equal legal validity, and shall be kept at the Company's head office.

3. This is the sole and official Charter of the Company and shall supersede all previous versions issued prior to its effective date.

4. Any copy or excerpt of this Charter shall only be valid if signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total number of Board members.

**LEGAL REPRESENTATIVE**

**CHIEF EXECUTIVE OFFICER**



**BUI HUONG GIANG**

