



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION
Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De
District, Soc Trang Province
Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670
Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

No: 05/TTr-HĐQT/UXC.25

Soc Trang, March 28, 2025

PROPOSAL

Regarding the amendment and supplementation of the Company Charter

**To: GENERAL MEETING OF SHAREHOLDERS
UT XI AQUATIC PRODUCTS PROCESSING CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and effective from January 1, 2021;

- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and effective from January 1, 2021;

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance providing guidance on several provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations and guidance for the implementation of a number of provisions of the Law on Securities;;

- Pursuant to the Charter and internal regulations on governance of Ut Xi Aquatic Products Processing Corporation.

The Board of Directors respectfully submits to the General Meeting of Shareholders regarding the amendment and supplementation of the Company Charter as follows:

Based on the review of the organizational and operational Charter, the Board of Directors recognizes that certain provisions in the Company Charter need to be reviewed, amended, and supplemented to comply with current legal regulations. Some of the main amended and supplemented contents in the new Company Charter are presented in the attached submission (Attachment: Amended and supplemented contents of the Company Charter).

Shareholders may consult the draft amendment of the Company Charter on the company website: www.utxi.com.vn for detailed adjustments.

Respectfully submitted to the General Meeting of Shareholders for approval!

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



NGUYEN TRIEU DONG



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn



AMENDMENTS TO THE COMPANY CHARTER

(Attached to Proposal No. 05/TTr-HĐQT/UXC.25 dated March 28, 2025)

Chapter, Article of the Charter	Content of current Charter	Content of proposed Charter amendment	Reasons, Legal basis
Article 1 <i>Definitions</i>	None	c. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, XIV Legislature, 8th session on 2019-11-26, effective from 2021-01-01;	Update legal references
	c. "Date of establishment" is the date the Company is issued the Business Registration Certificate.	d. "Date of establishment" is the date the Company is initially issued the Business Registration Certificate.	Update the definitions in accordance with
	d. "Managerial officers" refer to the General Director, Deputy General Directors, Chief Accountant, and other managerial positions within the Company as approved by the Board of Directors.	e. "Managerial officers" refer to individuals managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and other managerial positions within the Company as approved by the Board of Directors from time to time.	Article 1, Appendix I issued together with Circular 116/2020/TT-BTC.
	e. "Person having family relationship" includes: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, stepfather, stepmother, biological children, adopted children, son-in-law, daughter-in-law, brother, sister, brother-in-law, sister-in-law, wife's brother, husband's brother, wife's	Suggest removing.	Because the term "Person having family relationship" is not used in the content of the Charter.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	sister, husband's sister, wife's younger sibling, husband's younger sibling.		
	f. "Related Person" means any individual or organization as stipulated in Clause 23, Article 4 of the Law on Enterprises.	f. "Related Person" is an individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.	Update the definitions in accordance with Article 1, Appendix I issued together with Circular 116/2020/TT-BTC.
	Not applicable.	g. Shareholder is an individual or organization owning at least one share of the joint-stock company.	
	Not applicable.	h. Founding shareholder is a shareholder owning at least one common share and signing the founding shareholder list of the joint-stock company.	
	Not applicable.	j. The Stock Exchange refers to the Vietnam Stock Exchange and its subsidiaries.	
Article 2 <i>Name, form, head office, branches, representative offices, and operational duration of the Company.</i>	5. The General Director is the legal representative of the Company.	Include in Article 3 of the supplemental and amended Charter.	
	7. Unless terminated prematurely according to Clause 2, Article 53 and Article 54 or extended according to Article 54 of this Charter, the Company's operational duration will commence from the date of establishment and be indefinite.	6. Unless terminated prematurely according to Clause 2, Article 55 or extended according to Article 56 of this Charter, the Company's operational duration will commence from the date of establishment and be indefinite.	Update referencing to relevant regulations in the Charter. related to at the Charter.
Article 3 <i>Legal representative of the Company.</i>	Not yet stipulated.	1. The Company shall have one (01) legal representative. The General Director is the legal representative of the Company. 2. The powers and responsibilities of the legal representative are decided by the Board of Directors in accordance with the	Supplemented to comply with Article 3, Appendix I issued with Circular



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		provisions of the Law on Enterprises, the Law on Securities, and this Charter. 3. The legal representative is responsible to the General Meeting of Shareholders and the Board of Directors for matters falling within the scope of allocated authority as stated in this Article and legal regulations.	116/2020/TT-BTC.
Article 6 <i>Charter capital, shareholders, shares</i>	2. The Company's shares on the date of adoption of this Charter include common shares; the rights and obligations of shareholders attached to the shares are specified in Article 6 and Article 7 of this Charter.	2. The Company's shares on the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each share type are specified in Article 12 and Article 13 of this Charter.	Supplemented and amended to comply with Clause 2, Article 6, Appendix I issued with Circular 116/2020/TT-BTC
	4. Common shares must be offered preferentially to existing shareholders in proportion to their common share ownership in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the share offering; the announcement must specify the number of shares offered and a reasonable registration period (minimum of twenty working days) for shareholders to register for purchase. Any unsubscribed shares shall be decided upon by the Company's Board of Directors. The Board of Directors may distribute such shares to other entities under conditions and methods deemed appropriate, but shall not sell those shares under more	4. The names, addresses, number of shares and other information on the founding shareholders as prescribed by the Enterprise Law are specified in Appendix 01 attached hereto. This Appendix forms an integral part of this Charter. Common shares must be offered preferentially to existing shareholders in proportion to their common share ownership in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the share offering; the announcement must clearly state the number of shares to be offered and a	Supplemented and amended to comply with Clause 5, Article 6, Appendix I issued with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	favorable terms than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders or in the event the shares are sold via the Stock Exchange/Securities Trading Center through an auction.	suitable registration period (at least twenty business days) so shareholders can register to purchase. The Board of Directors of the Company will decide on any shares that shareholders do not register to purchase in full. The Board of Directors may distribute these shares to entities under the conditions and in the manner it deems appropriate, but may not sell these shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in cases where the shares are sold through the Stock Exchange/Securities Trading Center via auction.	
Article 7 <i>Share Certificate</i>	<p>Article 8. Shareholder Register</p> <p>2. The shareholder register must bear the company's seal and the signature of the company's legal representative in accordance with the regulations of the Enterprise Law. The share certificate must clearly state the quantity and type of shares held by the shareholder, the full name of the shareholder, and other information as prescribed in Clause 2, Article 122 of the Enterprise Law.</p> <p>3. In the event that a shareholder changes their permanent address, they must promptly notify the company so that the shareholder register can be updated. The company shall not be held responsible for failure to contact shareholders due to lack of notification regarding changes in their address.</p>	<p>Article 7. Share Certificate</p> <p>2. A share is a security that certifies the lawful rights and interests of its holder with respect to a portion of the issuing organization's share capital. Shares must contain all the information prescribed in Clause 1, Article 121 of the Enterprise Law.</p> <p>3. Within one (01) month from the date of submitting a complete share ownership transfer request dossier as prescribed by the Company or within two (02) months from the date of full payment for the share purchase according to the Company's share issuance plan (or another deadline according to the issuance terms), the shareholder shall be</p>	Amended and supplemented to comply with Article 7, Appendix I issued together with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>4. In the event a share certificate is damaged, defaced, lost, or stolen, the shareholder has the right to request a new share certificate and to pay all related expenses to the Company. The shareholder's request must include the following: information about the lost, damaged, or otherwise destroyed share certificate; and a commitment to be responsible for any disputes arising from the issuance of the new share certificate.</p> <p>5. The Company must promptly update shareholder changes in the shareholder register as requested by the relevant shareholder in accordance with the Company's Charter.</p>	<p>issued a share certificate. The shareholder shall not be required to pay the Company for the cost of printing the share certificate.</p> <p>4. In the event that a share is lost, damaged, or otherwise destroyed, the shareholder shall be issued a replacement share by the Company upon their request. The shareholder's request must include the following:</p> <p>a. Information on the lost, damaged, or otherwise destroyed shares;</p> <p>b. A commitment to take responsibility for any disputes arising from the reissue of the new share.</p>	
<p>Article 9 <i>Share Transfer</i></p>	<p>Article 10. Share Transfer</p> <p>1. All shares may be freely transferred, except as prescribed in Clause 3, Article 120 of the Enterprise Law. Shares listed on the Stock Exchange/Securities Trading Center shall be transferred according to the regulations on securities and the securities market of the Stock Exchange/Securities Trading Center.</p> <p>2. Shares that have not been fully paid may not be transferred and are not entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase charter capital from owner's equity, and the right to purchase newly offered shares.</p>	<p>Article 9. Share Transfer</p> <p>1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.</p> <p>2. Unfully paid shares may not be transferred nor receive associated benefits, including dividend rights, rights to shares issued for charter capital increase from owner's equity, rights to purchase new share offerings, and other rights as prescribed by law.</p>	<p>Amended and supplemented to comply with Article 9, Appendix I issued together with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

<p>Article 10 <i>Share Repurchase</i></p>	<p>5. Shareholders whose shares are repurchased shall relinquish their shareholder status for those shares, but are still obligated to pay all related amounts plus interest at a rate (not exceeding 1.5 times the ceiling interest rate announced by the State Bank of Vietnam at the time of occurrence) at the time of repurchase, as decided by the Board of Directors, from the repurchase date until the payment date. The Board of Directors has full authority to decide on enforcing the full payment of the share value at the time of repurchase or may waive a portion or all of that amount.</p>	<p>Shareholders whose shares are recalled must relinquish their shareholder status for those shares, but remain liable for the total par value of the registered shares for the Company's financial obligations arising at the time of recall as decided by the Board of Directors, from the date of recall until the payment date. The Board of Directors has full authority to decide on the compulsory payment of the total share value at the time of recall.</p>	<p>Amended in accordance with Clause 5, Article 10, Appendix I issued with Circular 116/2020/TT-BTC</p>
	<p>Article 12. Bond Issuance</p> <p>1. The Company has the right to issue bonds, convertible bonds, and other types of bonds in accordance with legal regulations.</p> <p>2. The Company that has not fully paid both principal and interest on issued bonds, or has not paid or insufficiently paid debts due within the preceding three consecutive years, shall not be entitled to issue bonds, unless otherwise stipulated by securities laws.</p> <p>3. The issuance of bonds to creditors that are selected financial institutions is not restricted by the provisions of Clause 2 of this Article.</p> <p>4. The Board of Directors has the authority to decide on the type of bonds, the total value of bonds, and the issuance time, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and records</p>	<p>Propose to remove</p>	<p>To comply with the guidance in Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>explaining the Board of Directors' resolution on the bond issuance.</p> <p>5. In the case of issuing bonds convertible into shares, the procedures corresponding to the share offering shall be followed in accordance with the Law on Enterprises and other relevant legal regulations. The company shall register the charter capital change within 10 days from the date of completion of the bond conversion into shares.</p>		
	<p>Article 13. Share Repurchase</p> <p>1. Share Repurchase at the Shareholder's Request</p> <p>a. Shareholders who vote against the resolution on company reorganization or changes to shareholder rights and obligations as stipulated in the Company's Charter have the right to request the company to repurchase their shares. The request must be in writing, stating the shareholder's name and address, the number of shares of each type, the intended selling price, and the reason for the repurchase request. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters stipulated in this clause.</p> <p>b. The Company must repurchase shares at the shareholder's request as stipulated in Clause 1 of this Article at the market price, or the price decided by the Board of Directors, within 90 days from the date of receiving the</p>	Proposal to remove	For compliance with guidelines in Appendix I, Model Charter issued with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>request. In case of disagreement on the price, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least three professional valuation organizations for the shareholder to choose from, and that choice is final.</p> <p>2. Share Repurchase at the Company's Decision</p> <p>The Company has the right to repurchase no more than 30% of the total number of common shares sold, a portion or all of the preferred dividend shares sold according to the following regulations:</p> <p>a. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of each type of shares offered for sale within 12 months. In other cases, the share repurchase shall be decided by the General Meeting of Shareholders;</p> <p>b. The Board of Directors decides the share repurchase price. For common shares, the repurchase price must not exceed the market price at the time of repurchase, except as prescribed in Clause 3 of this Article. For other types of shares, the repurchase price must not be lower than the market price.</p> <p>c. The Company may repurchase shares from each shareholder corresponding to their shareholding ratio in the company. In this case, the company's share repurchase decision must be notified by a guaranteed method to all shareholders within 30 days</p>		
--	---	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>from the date the decision is approved. The notice must include the name, address of the company's head office, the total number of shares and type of shares to be repurchased, the repurchase price or the principle of determining the repurchase price, payment procedures and deadlines, procedures and deadlines for shareholders to offer their shares for sale to the company.</p> <p>Shareholders who agree to sell back shares must submit an offer to sell their shares by a guaranteed method to the company within 30 days from the date of notification. The offer must include the full name, permanent address, ID card number, Citizen Identification, Passport or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, address of the head office of institutional shareholders; shareholding book and number of shares offered for sale; payment method; signature of the shareholder or the shareholder's legal representative. The company only repurchases shares offered for sale within the aforementioned period.</p>		
<p>Article 11 <i>Organizational Structure, Governance and Control</i></p>	<p>Article 14. Organizational Structure, Governance and Control</p> <p>1. The Company's organizational structure, governance, and control comprise: the General Meeting of Shareholders, the Board of Directors, and the General Director. At least 20% of the Board of Directors members</p>	<p>Article 11. Organizational Structure, Governance, and Control</p> <p>The Company's organizational structure, governance and control comprise:</p> <p>1. The General Meeting of Shareholders;</p> <p>2. The Board of Directors, The Board of Supervisors;</p>	<p>Supplemented and amended for compliance with Article 11, Appendix I, issued with Circular</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>must be independent members, and there is an Internal Audit Board under the Board of Directors. Independent members perform the supervisory function and organize the implementation of control over the company's management.</p> <p>2. In the event that the Company designates only one legal representative, the General Director shall be the legal representative of the company. In the event that there is more than one legal representative, the Chairman of the Board of Directors and the incumbent General Director shall naturally be the legal representatives of the company.</p>	3. General Director.	116/2020/TT-BTC
CHAPTER VI <i>SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</i>	CHAPTER VI GENERAL MEETING OF SHAREHOLDERS	CHAPTER VI SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	Supplemented and amended for compliance with Chapter VI, Appendix I, issued with Circular 116/2020/TT-BTC
Article 12 <i>Shareholder Rights</i>	<p>Article 6. Shareholder Rights</p> <p>2. Common shareholders have the following rights:</p> <p>a. To attend and speak at General Meeting of Shareholders meetings and exercise voting rights at the in-person General Meeting of Shareholders; or online General Meeting of Shareholders; or both forms; the General Meeting of Shareholders may be authorized to delegate or exercise electronic voting</p>	<p>Article 12. Shareholder Rights</p> <p>2. Common shareholders have the following rights:</p> <p>a. Attend and speak at General Meeting of Shareholders meetings and exercise voting rights at the General Meeting of Shareholders meeting, either directly or through authorized representatives or by other means as prescribed by law and the</p>	Supplemented and amended to comply with Point a, Clause 2, Article 12, Appendix I issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	rights in another prescribed form of the company.	company's charter. Each common share has one vote;	
	3. A shareholder or a group of shareholders holding at least 05% of the total common shares has the following rights: d. Request the The Board of Supervisors to inspect specific matters relating to the management and administration of the company when deemed necessary. The request must be in writing; must include full name, permanent address, nationality, ID card number, passport number or other valid personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders and the percentage of ownership in the total shares of the company; matters to be inspected, purpose of inspection;	3. A shareholder or group of shareholders holding 05% or more of the total common shares shall have the following rights: d. Request the The Board of Supervisors to inspect specific matters related to the management and administration of the company when deemed necessary. The request must be in writing and must include the following information: full name, permanent address, nationality, Citizen Identity Card number, Passport or other legally valid personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for institutional shareholders; the number of shares and the time of registration of each shareholder, the total number of shares of the entire group of shareholders, and the percentage of ownership in the company's total shares; the issue to be inspected, and the purpose of the inspection;	Supplemented and amended to comply with Point d, Clause 3, Article 12, Appendix I issued together with Circular 116/2020/TT-BTC
Article 13 <i>Shareholder Obligations</i>	Not available yet.	1. Capital contributed through common shares must not be withdrawn from the Company in any form, except when the shares are repurchased by the Company or another party. In the event that a shareholder withdraws part or all of the contributed share capital in violation of	Supplemented and amended to comply with Article 13, Appendix I issued together with Circular



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province
Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670
Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		this clause, that shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any resulting damages.	116/2020/TT-BTC
Article 14 <i>General Meeting of Shareholders</i>	Article 15. General Meeting of Shareholders 2. The Board of Directors organizes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters as prescribed by law and the company's charter, especially approving annual financial statements and the financial budget for the next fiscal year. Independent auditors are invited to attend the meeting to advise on the approval of the annual financial statements.	Article 14. General Meeting of Shareholders 2. The Board of Directors organizes the convening of the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the annual financial statements and the financial budget for the next fiscal year. Independent auditors are invited to attend the meeting to advise on the approval of the annual financial statements. In the event that the audit report of the Company's annual financial statements has material exceptions, adverse or disclaimer audit opinions, the Company must invite representatives of the approved audit organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders and the representative of the above-mentioned approved audit organization is responsible for attending the Company's annual General Meeting of Shareholders.	Supplemented and amended to comply with Article 14, Appendix I issued together with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	5. Convening an extraordinary General Meeting of Shareholders. d. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.	5. Convening an extraordinary General Meeting of Shareholders: d. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to monitor the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company. These costs do not include the expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.	
	Not applicable.	e. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law.	
Article 15. <i>Rights and Responsibilities of the General Meeting of Shareholders.</i>	Not applicable.	3. The General Meeting of Shareholders discusses and approves the following matters: a. The Company's annual business plan; b. The audited annual financial statements; c. The Board of Directors' report on the governance and performance of the Board of Directors and each member of the Board of Directors; in case the company operates under the model prescribed in Point b, Clause 1, Article	Supplemented and amended to comply with Clause 2, Clause 3, Article 15, Appendix I issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>137 of the Enterprise Law, independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>d. Report on the Company's business results, the performance of the Board of Directors, and the General Director;</p> <p>e. Self-assessment report on the performance of the The Board of Supervisors and members of the The Board of Supervisors;</p> <p>f. Dividend rate for each share of each type;</p> <p>g. Number of members of the Board of Directors and the The Board of Supervisors;</p> <p>h. Electing, dismissing, and removing members of the Board of Directors and members of the The Board of Supervisors;</p> <p>i. Deciding the budget or the total amount of remuneration, bonuses and other benefits for the Board of Directors and the The Board of Supervisors;</p> <p>j. Approving the list of approved audit firms; deciding on an approved audit firm to inspect the company's operations when deemed necessary;</p>	
--	--	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>k. Amendments and supplements to the Company Charter;</p> <p>l. Classes of shares and the number of new shares issued for each class of shares, and the transfer of shares by founding members within the first 03 years from the establishment date;</p> <p>m. Division, separation, consolidation, merger, or conversion of the Company;</p> <p>n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;</p> <p>o. Decision to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's latest Financial Statement, except in cases where the Company Charter stipulates a different percentage or value;</p> <p>p. Decision to repurchase more than 10% of the total sold shares of each class;</p> <p>q. The company enters into contracts and transactions with entities stipulated in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets recorded in the latest financial statement;</p> <p>r. Approval of the transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of certain articles of the Securities Law;</p>	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>s. Approval of the Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the The Board of Supervisors;</p> <p>t. Other matters as prescribed by law and this Charter.</p> <p>4. All Resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.</p>	
<p>Article 16 <i>Authorization to attend the General Meeting of Shareholders</i></p>	<p>Article 17. Methods of Attendance and Proxy Authorization for the General Meeting of Shareholders</p> <p>1. To facilitate the organization of the General Meeting, shareholders may register their attendance in advance by the deadline stated in the Notice of Invitation to the General Meeting of Shareholders (Notice of Meeting). Registration may be carried out using one of the following methods: in-person registration, telephone, fax, post, email to the Company, or online registration. Specific instructions for registration shall be provided in the Notice of Meeting and announced on the Company's website.</p>	<p>Article 16. Authorization to Attend the General Meeting of Shareholders</p> <p>1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises may authorize another individual or organization to attend the meeting on their behalf. In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights authorized to each representative must be clearly specified.</p>	<p>Supplemented and amended to comply with Clause 1, Article 16, Appendix I issued together with Circular 116/2020/TT-BTC</p>
<p>Article 17 <i>Changing the rights</i></p>	<p>Not yet regulated</p>	<p>Article 17. Changing the rights</p> <p>1. Changes or cancellations of special rights attached to a class of preferred shares take effect when approved by shareholders representing at least 65% of the total voting shares of all shareholders</p>	<p>Supplemented in accordance with Article 17, Appendix I issued together with Circular</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.uxti.com.vn Email: quyenlb@uxti.com.vn

		<p>attending the meeting. A Resolution of the General Meeting of Shareholders on content that adversely affects the rights and obligations of preferred shareholders can only be passed if approved by preferred shareholders of the same class attending the meeting holding at least 75% of the total preferred shares of that class or approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in case the Resolution is passed in writing.</p> <p>2. The convening of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change in rights is only valid if at least 02 shareholders (or their proxies) are present, holding at least 1/3 of the par value of the issued shares of that class. In the event that the required number of representatives is not present, the meeting will be reconvened within 30 subsequent days, and those holding shares of that class (regardless of the number of persons and number of shares) present in person or via proxy will be deemed to constitute the required quorum. At such preferred shareholders' meetings, holders of the shares of that class present in person or via proxy may request a secret ballot. Each share of the</p>	116/2020/TT-BTC.
--	--	--	------------------



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>same class has equal voting rights at such meetings.</p> <p>3. The procedures for conducting such separate meetings shall be conducted in accordance with the provisions of Articles 19, 20, and 21 of these Articles of Association.</p> <p>4. Unless otherwise stipulated in the share issuance terms, any special rights associated with classes of preferred shares with respect to any or all matters relating to the distribution of profits or assets of the Company will not be altered upon issuance by the Company of additional shares of the same class.</p>	
<p>Article 18 <i>Convening the General Meeting of Shareholders, Meeting Agenda, and Meeting Notice.</i></p>	<p>1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Point b or Point c, Clause 4, Article 15 of these Articles of Association.</p>	<p>1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened as stipulated in Point b or Point c, Clause 4, Article 14 of these Articles of Association.</p>	<p>Updated reference to relevant regulations in the Articles of Association.</p>
	<p>3. The meeting invitation and agenda, meeting documents of the General Meeting of Shareholders shall be sent to all shareholders by means ensuring delivery to the shareholders' contact addresses and simultaneously published on the Company's website, the State Securities Commission, the Stock Exchange where the Company's shares are listed, and the online system if electronic voting is organized.</p>	<p>3. The meeting notice, agenda, and meeting materials for the General Meeting of Shareholders shall be sent to all shareholders in a manner that ensures delivery to their registered addresses, and simultaneously published on the Company's website, the State Securities Commission's website, the stock exchange where the company's shares are listed, and the online system if e-voting is conducted. The convener of the General Meeting of Shareholders must send the</p>	<p>Supplemented in accordance with Clause 3, Article 18, Appendix I issued together with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		meeting notice to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty-one) days prior to the opening date of the meeting (calculated from the date the notice is sent or legally transmitted). The General Meeting of Shareholders' agenda and related documents regarding matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website.	
	4. Shareholders or shareholder groups mentioned in Clause 3, Article 6 of these Articles of Association have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (03) business days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number and type of shares held, and the content proposed to be included in the meeting agenda.	A shareholder or a group of shareholders, as referenced in Clause 3, Article 12 of this Charter, possesses the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be submitted in writing to the Company no less than three (03) business days prior to the commencement date of the General Meeting of Shareholders. This written proposal must include the shareholder's full name, the quantity and type of shares held, and the content of the proposed agenda item.	Updating the reference to the relevant regulation in the Charter. related to in the Charter.
Article 19 <i>Conditions for Convening the General Meeting of Shareholders</i>	Solely the General Meeting of Shareholders retains the authority to modify the meeting agenda that was included with the meeting invitation, in accordance with the stipulations of Clause 3, Article 18 of this Charter.	Proposal to remove	For consistency with Article 19, Appendix I – Model Charter issued with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province
 Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670
 Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

<p>Article 20 <i>Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders</i></p>	<p>The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders. In the Chairman's absence, the Vice Chairman of the Board of Directors, or an individual elected by the General Meeting of Shareholders, shall preside. Should none of these individuals be available to preside, the highest-ranking member of the Board of Directors present shall convene a meeting to elect a Chairman for the General Meeting of Shareholders. The Chairman is not required to be a member of the Board of Directors. The Chairman, Vice Chairman, or elected Chairman shall appoint a Secretary to record the minutes of the meeting. In the event of electing a Chairman, the name of the nominated Chairman and the number of votes received must be announced.</p> <p>Decisions made by the Chairman regarding the order of proceedings, procedural matters, or unforeseen events arising outside the agenda of the General Meeting of Shareholders, shall be considered final and binding.</p> <p>The Chairman of the General Meeting of Shareholders may adjourn the meeting, even if the required quorum is present, to a later time and location determined by the Chairman without requiring a vote from the meeting if it is determined that (a) the attendees cannot be comfortably seated at the meeting venue, (b) the conduct of those present disrupts or has the potential to disrupt</p>	<p>2. The election of the chairperson, secretary, and ballot counting committee is governed as follows:</p> <p>a. The Chairman of the Board of Directors presides or authorizes another Board member to preside over the General Meeting of Shareholders convened by the Board of Directors. Should the Chairman be absent or temporarily incapacitated, the remaining Board members elect one of their number to chair the meeting based on a majority vote. In the event of a failure to elect a chairperson, the Head of the The Board of Supervisors shall facilitate the General Meeting of Shareholders to elect a chairperson among the attendees, and the individual with the highest number of votes presides;</p> <p>b. Except as provided in point a of this clause, the individual convening the General Meeting of Shareholders facilitates the election of the chairperson by the General Meeting of Shareholders, and the individual with the highest number of votes chairs the meeting;</p> <p>c. The chairperson appoints one or more individuals as the meeting secretary/secretaries;</p> <p>d. The General Meeting of Shareholders elects one or more individuals to the ballot counting committee as proposed by the meeting chairperson.</p>	<p>Supplemented and amended to align with Clauses 2 to 9 of Article 20, Appendix I, issued with Circular 116/2020/TT-BTC.</p>
--	--	---	---



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>the orderly conduct of the meeting, or (c) postponement is necessary for the meeting's business to be conducted validly. Furthermore, the Chairman may adjourn the meeting with the unanimous consent or at the request of the General Meeting of Shareholders, provided the required quorum is met. The maximum adjournment period shall not exceed three (03) days from the intended commencement date. The reconvened meeting shall address only the matters that would have been lawfully resolved at the previously adjourned meeting. In the event the Chairman adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 4, Article 20, the General Meeting of Shareholders shall elect another individual from among the attendees to replace the Chairman and conduct the meeting until its conclusion, and the validity of the votes cast at that meeting shall not be affected. The Chairman or the Secretary of the meeting may undertake actions deemed necessary to ensure the orderly and legitimate conduct of the General Meeting of Shareholders or to ensure that the meeting accurately reflects the will of the majority of attendees. The Board of Directors may require shareholders or their authorized representatives attending the General Meeting of Shareholders to submit to inspections or security measures deemed</p>	<p>3. The meeting's agenda and content must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and precisely specify the allotted time for each matter outlined within the meeting agenda's content.</p> <p>4. The meeting chairperson reserves the right to take any necessary and reasonable measures to facilitate the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.</p> <p>a. Arrange seating at the General Meeting of Shareholders venue;</p> <p>b. Ensure the safety of all individuals present at the meeting venues;</p> <p>c. Facilitate shareholder participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders has full authority to modify the aforementioned measures and to implement all necessary measures. Applicable measures may include issuing entry passes or employing other selection methods.</p> <p>5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting will be conducted by affirmative vote, dissenting vote, and abstention. The voting results are announced by the chairperson immediately before the meeting adjourns.</p>	
--	---	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

<p>appropriate by the Board of Directors. In cases where a shareholder or authorized representative refuses to comply with such inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel said shareholder or representative from participating in the meeting.</p> <p>8. The Board of Directors, after careful consideration, may implement measures deemed appropriate by the Board of Directors to:</p> <p>a. Regulate the number of attendees at the main General Meeting of Shareholders venue;</p> <p>b. Ensure the safety of all individuals present at said venue;</p> <p>c. Facilitate shareholder participation (or continued participation) in the meeting.</p> <p>The Board of Directors has full authority to modify the aforementioned measures and implement any necessary measures deemed essential by the Board of Directors. Applicable measures may include issuing entry passes or employing other selection methods.</p> <p>9. In the event of such measures being implemented at the General Meeting of Shareholders, the Board of Directors, when determining the meeting venue, may:</p> <p>a. Announce that the meeting will proceed at the location indicated in the notice, and the</p>	<p>6. Shareholders or their proxies arriving after the commencement of the meeting shall still be registered and entitled to participate in the voting immediately after registration; in this case, the validity of matters previously voted upon remains unchanged.</p> <p>7. The convener or chairperson of the General Meeting of Shareholders has the following authority:</p> <p>a. To require all attendees to undergo inspections or other lawful and reasonable security measures;</p> <p>b. To request the competent authority to maintain order at the meeting; to expel from the General Meeting of Shareholders individuals who fail to comply with the chairperson's instructions, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to adhere to security inspection requests.</p> <p>8. The chairperson may postpone a General Meeting of Shareholders, with maximum registered attendees, for no more than 03 business days from the intended commencement date, solely in the following circumstances:</p> <p>a. The venue lacks sufficient and convenient seating for all attendees;</p> <p>b. The communication facilities at the venue are inadequate to enable</p>
--	---



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	chairperson will be present there ("Main Meeting Venue"); b. Arrange and organize for shareholders or authorized representatives unable to attend the meeting pursuant to this provision or those wishing to participate from a location other than the Main Meeting Venue to attend the meeting simultaneously; The meeting notice need not specify the organizational arrangements under this provision.	shareholders to participate, discuss, and vote; c. An attendee obstructs or disrupts the order, jeopardizing the fair and lawful conduct of the meeting. 9. Should the chairperson postpone or adjourn the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and conduct the meeting until its conclusion; all Resolutions adopted at such a meeting shall be valid and enforceable.	
Article 21. <i>Approved by the General Meeting of Shareholders</i>	1. Resolutions concerning the following matters are adopted if they receive affirmative votes from shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting.	1. Resolutions regarding the following matters are passed if they receive affirmative votes from shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.	Amended to be consistent with Clause 1, Article 21, Appendix I, issued together with Circular 116/2020/TT-BTC.
	2. Other decisions are adopted when approved by shareholders representing more than 50% of the total voting shares of all shareholders present at the meeting, except as prescribed in Clauses 1, 3, 4, and 5 of this Article.	2. Other Resolutions are adopted when approved by shareholders holding more than 50% of the total votes of all shareholders present at the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.	Supplemented and amended for conformity with Clause 2, Article 21, Appendix I, promulgated with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>3. The voting for members of the Board of Directors and the The Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or The Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Directors or The Board of Supervisors members are determined based on the number of votes received, starting from the candidate with the highest number of votes until the number of members prescribed in the company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the The Board of Supervisors, a revote will be held among the tied candidates or a selection will be made based on criteria stipulated in the election regulations or the company's Charter.</p>	<p>3. The election of members of the Board of Directors and the The Board of Supervisors must be conducted in accordance with the provisions of Clause 3, Article 148 of the Law on Enterprises 2020.</p>	<p>Amended to comply with Clause 3, Article 148 of the Law on Enterprises 2020.</p>
	<p>4. In the case of passing a Resolution by written ballot, the Resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.</p>	<p>4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolutions violate the provisions of the Law on Enterprises and the company's Charter.</p>	<p>Supplemented and amended to comply with Clause 3, Article 21 of Appendix I issued together with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	5. A Resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be passed if it is approved by preferred shareholders of the same class attending the meeting holding from 75% of the total preferred shares of that class or more, or approved by preferred shareholders of the same class holding from 75% of the total preferred shares of that class or more in case of passing a Resolution by written ballot.	Suggest removal.	To be consistent with Article 21 of Appendix I issued together with Circular 116/2020/TT-BTC.
Article 22. <i>Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.</i>	1. The Board of Directors has the right to obtain shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company.	1. The Board of Directors may solicit shareholder opinions in writing for approval of General Meeting of Shareholders resolutions at any time if deemed necessary for the benefit of the company, except as provided for in Clause 2, Article 147 of the Enterprise Law (unless otherwise stipulated in the company's Charter).	Supplemented to comply with Clause 1, Article 22 of Appendix I issued together with Circular 116/2020/TT-BTC.
	c. Full name, permanent address, nationality, ID card number, passport number or other legal personal identification of the shareholder being an individual; name, permanent address, nationality, establishment decision number or business registration number of the shareholder or authorized representative of the shareholder being an organization; the number of shares of each type and the number of voting shares of the shareholder.	c. Full name, permanent address, nationality, Citizen Identity Card number, Passport number or other legal personal identification of the shareholder being an individual; name, permanent address, nationality, establishment decision number or business registration number of the shareholder or authorized representative of the shareholder being an organization; number of shares of each type and number of voting shares of the shareholder.	As the Identity Card is no longer valid, it is replaced by the Citizen Identity Card.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	7. The minutes of the vote counting results must be published on the company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the date of completion of the vote counting.	7. The minutes of the vote counting and the Resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. Sending the minutes of the vote counting and the Resolution may be replaced by posting them on the company's website within 24 hours from the time the vote counting is completed.	Amended and supplemented to comply with Clause 6, Article 22, Appendix I issued together with Circular 116/2020/TT-BTC.
Article 23 <i>Minutes of the General Meeting of Shareholders</i>	<p>Article 23. Minutes of the General Meeting of Shareholders</p> <p>The chairperson of the General Meeting of Shareholders is responsible for organizing and archiving the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must include the contents as prescribed in Clause 1, Article 50 of the Law on Enterprises; must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the date the General Meeting of Shareholders concludes.</p> <p>The minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the contents of the minutes raised in accordance with prescribed procedures within ten (10) days from the date of sending the minutes. The minutes must be prepared in Vietnamese, signed by the Chairman and Secretary of the meeting, and</p>	<p>Article 23. Resolution, Minutes of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, may also be in a foreign language, and must include the following main contents:</p> <ul style="list-style-type: none"> a. Name, head office address, enterprise registration code; b. Time and place of the General Meeting of Shareholders; c. Meeting agenda and meeting content; d. Full name of the chairman and secretary; e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda; f. Number of shareholders and total votes of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of 	Supplemented and amended in accordance with Article 23, Appendix I issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>prepared in accordance with the Law on Enterprises and these Articles of Association. Records, minutes, signature books of attending shareholders, and proxy documents must be kept at the Company's headquarters.</p>	<p>shareholders attending the meeting with corresponding number of shares and votes;</p> <p>g. Total votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentage of the total votes of shareholders attending the meeting;</p> <p>h. Issues approved and corresponding approval vote percentage;</p> <p>i. Full name and signature of the chairman and secretary. If the chairman or secretary refuses to sign the minutes of the meeting, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in this clause. The minutes of the meeting clearly state the chairman's or secretary's refusal to sign the minutes of the meeting.</p> <p>2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting, or others who sign the minutes, are jointly responsible for the truthfulness and accuracy of the content of the minutes.</p> <p>3. The minutes prepared in both Vietnamese and English have equal legal validity. In the event of any discrepancies between the Vietnamese and English</p>	
--	---	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>versions, the Vietnamese version shall prevail.</p> <p>4. Resolutions and minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date the General Meeting of Shareholders concludes.</p> <p>5. The General Meeting of Shareholders' minutes are considered authentic proof of the proceedings conducted at the General Meeting of Shareholders unless objections to the minutes' contents are raised according to the prescribed procedures within ten (10) days from the date the minutes are sent. The minutes must be prepared in Vietnamese, signed by the Chairman and Secretary of the meeting, and drafted according to the Law on Enterprises and this Charter. Records, minutes, the attendance book of attending shareholders, and proxy documents must be kept at the Company's headquarters.</p> <p>6. Resolutions, Minutes of the General Meeting of Shareholders, an appendix listing registered shareholders with their signatures, proxy documents, all attached documents (if any), and related documents accompanying the meeting invitation must be disclosed according to regulations on information disclosure in</p>	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		the securities market and kept at the Company's headquarters.	
Article 24 <i>Request to Invalidate Resolutions of the General Meeting of Shareholders</i>	Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote tally of the General Meeting of Shareholders, the Shareholder or group of shareholders referred to in Clause 3, Article 6 of this Charter has the right to request the Court or Arbitrator to review and invalidate the resolution of the General Meeting of Shareholders in the following cases: 1. The procedures for convening the General Meeting of Shareholders have been seriously violated as prescribed by the Law on Enterprises and the Company's Charter;	Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote tally of the General Meeting of Shareholders, the Shareholder or group of shareholders referred to in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitrator to review and invalidate the resolutions of the General Meeting of Shareholders in the following cases: 1. The procedures for convening the General Meeting of Shareholders have been seriously violated as prescribed by the Law on Enterprises and the Company's Charter, except for the case specified in Clause 4, Article 21 of this Charter.	Update reference to the regulation related in the Charter
	Article 25. Validity of Resolutions of the General Meeting of Shareholders 1. Resolutions of the General Meeting of Shareholders are effective from the date of their adoption or from the effective date stated in the resolutions. 2. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the procedures for approving these resolutions are not implemented as prescribed. 3. If a shareholder or a group of shareholders as prescribed in Clause 3, Article 6 requests	Not applicable	Consistent with guidelines in Appendix I, Model Charter issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	the Court or Arbitrator to invalidate a resolution of the General Meeting of Shareholders, such resolutions shall remain in effect until the Court or Arbitrator decides otherwise, except in cases where provisional emergency measures are applied according to the decision of a competent authority.		
	<p>Article 26. Board of Directors</p> <p>1. The Board of Directors is the company's managing body, fully authorized on behalf of the company to make decisions and execute the company's rights and obligations, excluding the rights and obligations falling under the authority of the General Meeting of Shareholders.</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>a) Decide on the company's strategy, medium-term development plan, and annual business plan;</p> <p>b) Propose the types of shares and the total number of shares offered for sale for each type;</p> <p>c) Decide on the sale of unsold shares within the authorized offering limit for each share type; decide on raising additional capital through other means;</p> <p>d) Decide on the selling price of the company's shares and bonds;</p> <p>e) Decide on share repurchases as stipulated in Clause 1 and Clause 2, Article 133 of the Enterprise Law;</p>	Add to Article 27 of the Charter, supplements, and amendments.	In accordance with the guidance of Appendix I, Model Charter issued with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>f) Decide on investment plans and investment projects within the authorized scope and limits as prescribed by law;</p> <p>g) Decide on solutions for market development, marketing, and technology;</p> <p>h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;</p> <p>i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the Director or General Director and other key management personnel as stipulated in the company's Charter; decide on salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies and determine their remuneration and other benefits;</p> <p>j) Supervise and direct the Director or General Director and other managers in the daily operation of the company's business;</p> <p>k) Decide on the organizational structure and internal management regulations of the company; decide on the establishment of</p>	
--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>subsidiaries, branches, representative offices, and capital contributions and share purchases in other enterprises;</p> <p>l) Approve the agenda and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit opinions for resolutions to be adopted by the General Meeting of Shareholders;</p> <p>m) Submit the annual financial statements to the General Meeting of Shareholders;</p> <p>n) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;</p> <p>o) Propose the reorganization or dissolution of the company; request bankruptcy of the company;</p> <p>p) Other rights and obligations as prescribed by the Enterprise Law and the company's Charter.</p> <p>3. The Board of Directors adopts resolutions and makes Decisions by voting at meetings or obtaining written opinions. Each member of the Board of Directors has one vote.</p> <p>4. In the event that a resolution or Decision adopted by the Board of Directors violates legal regulations, resolutions of the General Meeting of Shareholders, or the company's Charter, causing damage to the company, the members who voted in favor of the resolution or Decision shall be jointly and severally liable for such resolution or Decision and</p>	
--	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	shall compensate the company for the damage; members who voted against such resolution or Decision shall be exempt from liability. In such cases, the company's shareholders have the right to request the Court to suspend or annul the said resolution or Decision.		
Article 25 <i>Nomination of Members of the Board of Directors</i>	None	Article 25. Nomination of Members of the Board of Directors 1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a Member of the Board of Directors. Information related to the candidate for the Board of Directors to be announced includes: a. Full name, date, month, and year of birth; b. Educational Qualification; c. Qualification; d. Work experience;	Supplement in accordance with Article 25, Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>e. Other management positions (including the title of Member of the Board of Directors of another company);</p> <p>f. Evaluation report on the candidate's contribution to the Company, in case such candidate is currently a Member of the Board of Directors of the Company;</p> <p>g. Interests related to the Company (If any);</p> <p>h. Full name of the shareholder or group of shareholders nominating such candidate (If any);</p> <p>i. Other information (If any).</p> <p>2. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares has the right to nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates and from 50% or more may nominate a maximum of five (05) candidates.</p> <p>3. In the event that the number of candidates for the Board of Directors through nomination is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the company's charter,</p>	
--	--	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		internal regulations on corporate governance and regulations on operation of the Board of Directors. The incumbent Board of Directors introducing additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors as prescribed by law. 4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1 and Clause 2, Article 155 of the Enterprise Law and the Company's Charter.	
Article 26 <i>Composition and term of Members of the Board of Directors</i>	Article 27. Term, quantity, organizational structure, standards and conditions for being a Member of the Board of Directors 1. The Board of Directors has from 03 to 11 members.	Article 26. Composition and term of Members of the Board of Directors 1. The Board of Directors can have from 03 to 05 members, including at least 01 independent member of the Board of Directors.	Supplement and amend in accordance with Decree 155/2020/ND-CP Article 276.
	3. Members of the Board of Directors must meet the following standards and conditions: a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises; b) Possess professional qualifications and experience in business administration or in the company's field, sector, or business line, and not necessarily be a shareholder of the company unless otherwise stipulated in the company's charter; c) A Member of the Board of Directors of the company may concurrently serve as a	3. The composition of the Board of Directors is as follows: The total number of independent Members of the Board of Directors must account for at least one-third (1/3) of the total number of Members of the Board of Directors. 4. A Member of the Board of Directors ceases to be a Member of the Board of Directors in the following circumstances: a. No longer qualified to be a Member of the Board of Directors as prescribed by the Law on Enterprises or legally	Supplemented to conform with Clause 3 to Clause 6, Article 26, Appendix I, Model Charter issued together with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Member of the Board of Directors of another company;</p> <p>4. Unless otherwise stipulated by securities laws, independent Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Not be a person currently working for the company, the parent company, or a subsidiary of the company; not have worked for the company, the parent company, or a subsidiary of the company for at least three consecutive years prior;</p> <p>b) Not be a person currently receiving salary or remuneration from the company, except for allowances received by Members of the Board of Directors as regulated;</p> <p>c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;</p> <p>d) Not directly or indirectly own at least 1% of the total voting shares of the company;</p> <p>e) Not have been a Member of the Board of Directors or the The Board of Supervisors of the company for at least five consecutive years prior, unless appointed for two consecutive terms.</p> <p>5. Independent Members of the Board of Directors must notify the Board of Directors of their failure to meet the standards and</p>	<p>prohibited from serving as a Member of the Board of Directors;</p> <p>b. Submits a letter of resignation;</p> <p>c. Suffers from a mental disorder, and other Members of the Board of Directors possess professional evidence demonstrating their incapacity;</p> <p>d. Fails to attend Board of Directors meetings for six (06) consecutive months, except in cases of force majeure;</p> <p>e. By decision of the General Meeting of Shareholders;</p> <p>f. Provides false personal information when applying to the company as a Board of Directors candidate;</p> <p>g. Other cases as prescribed by law and this Charter.</p> <p>5. The appointment of a Member of the Board of Directors must be disclosed in accordance with the regulations on information disclosure in the securities market.</p> <p>6. Members of the Board of Directors are not required to be shareholders of the company.</p>	
--	---	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	conditions stipulated in Clause 4 of this Article and automatically cease to be independent Members of the Board of Directors from the date they no longer meet these standards and conditions. The Board of Directors must announce the case of an independent Member of the Board of Directors failing to meet the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent Member of the Board of Directors within six months from the date of receiving the notification from the relevant independent Member of the Board of Directors.		
Article 27 <i>Rights and Obligations of the Board of Directors</i>	Not applicable	Article 27. Rights and Obligations of the Board of Directors 1. The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders. 2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:	Supplemented to comply with Article 27, Appendix I, Model Charter issued together with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<ul style="list-style-type: none">a. Decide on the Company's strategies, medium-term development plans, and annual business plans.b. Propose the types of shares and the total number of shares offered for sale for each type.c. Decide on the sale of unsold shares within the total number of shares offered for sale for each type; decide on raising additional capital in other forms.d. Decide the selling price of the Company's shares and bonds.e. Decide on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises.f. Decide on investment solutions and investment projects within the competence and limits prescribed by law.g. Decide solutions for market development, marketing, and technology.h. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises.i. Elect, dismiss, and remove the Chairman of the Board of Directors;	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>appoint, dismiss, sign contracts, and terminate contracts with the Director (General Director) and other key management personnel as stipulated by the Company's Charter; decide salaries, remuneration, bonuses, and other benefits of these managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and decide the remuneration and other benefits of these individuals.</p> <p>j. Supervise and direct the General Director and other managers in operating the Company's daily business activities.</p> <p>k. Decide the organizational structure and internal management regulations of the Company, decide the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares in other enterprises.</p> <p>l. Approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions.</p> <p>m. Submit the audited annual financial statements to the General Meeting of Shareholders.</p> <p>n. Propose the dividend rate to be paid; decide the time limit and procedures for</p>	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>paying dividends or handling losses incurred during business operations.</p> <p>o. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company.</p> <p>p. Decide on the issuance of the Board of Directors' Operating Regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the The Board of Supervisors under the Board of Directors and regulations on information disclosure of the company.</p> <p>q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.</p> <p>3. The Board of Directors must report to the General Meeting of Shareholders the results of its operations as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of certain articles of the Law on Securities.</p>	
<p>Article 28 <i>Remuneration, bonuses, and other benefits of Members of the Board of Directors</i></p>	Not yet regulated	<p>Article 28. Remuneration, bonuses, and other benefits of Members of the Board of Directors</p> <p>1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and performance.</p>	<p>Supplemented to comply with Article 28, Appendix I, Model Charter issued together with Circular</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.</p> <p>3. The remuneration of each Member of the Board of Directors is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.</p> <p>4. A Member of the Board of Directors holding an executive position or a Member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit or other</p>	116/2020/TT-BTC.
--	--	---	------------------



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>forms as decided by the Board of Directors.</p> <p>5. Members of the Board of Directors are entitled to be reimbursed for all travel, meal, accommodation, and other reasonable expenses they have incurred in fulfilling their responsibilities as Members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.</p> <p>6. Members of the Board of Directors may have liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover liabilities of Members of the Board of Directors related to violations of law and the Company's Charter.</p>	
<p>Article 29 <i>Chairman of the Board of Directors</i></p>	<p>Article 28. Chairman of the Board of Directors</p> <p>1. The Board of Directors elects one of its members as Chairman. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the Company.</p> <p>2. The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and has</p>	<p>Article 29. Chairman of the Board of Directors</p> <p>1. The Chairman of the Board of Directors shall be elected, appointed, and dismissed by the Board of Directors from among its members.</p> <p>2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.</p> <p>3. The Chairman of the Board of Directors shall have the following rights and obligations:</p>	<p>Supplement and amend to conform to Article 29, Appendix I, Model Charter issued with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>other rights and responsibilities as prescribed in this Charter and the Law on Enterprises.</p> <p>3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the company's operations report, the audit report, and the inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders.</p> <p>In the event of the Chairman of the Board of Directors being absent or unable to perform his/her duties, written authorization shall be granted to another member to exercise the rights and responsibilities of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter.</p> <p>In the event the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days, subject to approval by the General Meeting of Shareholders at the next meeting.</p>	<p>a. Establish the Board of Directors' operational programs and plans;</p> <p>b. Prepare programs, content, and materials for meetings; convene, preside over, and chair Board of Directors meetings;</p> <p>c. Organize the adoption of resolutions and decisions of the Board of Directors;</p> <p>d. Supervise the implementation of the Board of Directors' resolutions and decisions;</p> <p>e. Preside over the General Meeting of Shareholders;</p> <p>f. Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.</p> <p>4. In the event of the Chairman of the Board of Directors submitting a resignation letter or being dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or dismissal.</p> <p>5. In the absence or inability of the Chairman of the Board of Directors to perform his/her duties, written authorization must be granted to another member to execute the rights and obligations of the Chairman, as stipulated by the Company Charter. In cases where no authorized individual is available, or if the Chairman passes away, is missing, is under temporary detention, is serving a</p>	
--	---	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>prison sentence, is undergoing compulsory administrative measures at a rehabilitation center or mandatory educational institution, is absconding from residence, or has limited or lost civil act capacity, has difficulties in cognition or behavioral control, is prohibited by the Court from holding positions, practicing professions, or carrying out certain work, the remaining Members will elect a substitute Chairman from among their number by a majority vote of the remaining Members until a new decision of the Board of Directors is reached.</p>	
<p>Article 30 <i>Meeting of the Board of Directors</i></p>	<p>Article 29. Meetings of the Board of Directors</p> <p>7. Minimum number of attendees: Board of Directors' meetings may only be held and resolutions adopted when at least three-quarters (3/4) of the Members of the Board of Directors are present in person or through authorized representatives.</p> <p>8. A Member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:</p> <p>a) Attending and voting directly at the meeting;</p> <p>b) Authorizing another person to attend the meeting and vote in accordance with the provisions of Clause 11 of this Article;</p> <p>c) Attend and vote via online conference, electronic voting, or other electronic means;</p>	<p>Article 30. Meeting of the Board of Directors</p> <p>7. Meetings of the Board of Directors are conducted when at least three-fourths (3/4) of the total number of Members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Members of the Board of Directors.</p> <p>In the event that the required number of members is not present, the meeting must be reconvened within seven (07) days from the date of the originally scheduled meeting. The reconvened meeting will proceed if more than half (1/2) of the Members of the Board of Directors are present.</p>	<p>Supplement and amend in accordance with Article 30, Appendix I of the Model Charter issued along with Circular 116/2020/TT-BTC and the current Law on Enterprises.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>d) Submit ballots to the meeting via mail, fax, or email;</p> <p>e) Submit ballots by other means as stipulated in the company's Charter.</p> <p>9. In the case of submitting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before commencement. Ballots shall only be opened in the presence of all attendees.</p> <p>10. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote if approved by the majority of the Board of Directors.</p> <p>11. Resolutions and decisions of the Board of Directors are passed if approved by a majority (over 50%) of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Board of Directors.</p>	<p>8. Meetings of the Board of Directors may be held via online conference between Members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:</p> <p>a. Hear every other participating Member of the Board of Directors speak at the meeting;</p> <p>b. Speak simultaneously to all other participating members.</p> <p>Discussion between Members may occur directly by phone or other means of communication, or a combination thereof. A Member of the Board of Directors participating in such a meeting shall be deemed “present” at that meeting. The meeting location under these stipulations will be either where the majority of Members are present, or the Chairperson of the Board of Director’s location.</p> <p>Decisions approved during a meeting held via phone conducted and performed legitimately shall become effective at the conclusion of the meeting, but must be affirmed by all Members who took part in the minutes.</p> <p>9. Members of the Board of Directors may submit their votes to the meeting by mail, fax, or email. In the event ballots are submitted to the meeting via mail, they must be contained in a sealed</p>	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>envelope and delivered to the Chairman of the Board of Directors at least one (01) hour prior to commencement. Ballots will only be opened with all attendees present as witnesses.</p> <p>10. Voting</p> <p>a. Except as provided in point b, clause 10 of this Article, each Member of the Board of Directors, or an authorized representative in accordance with Clause 7 of this Article, physically attending a meeting of the Board of Directors in an individual capacity, shall be entitled to one (01) vote.</p> <p>b. A Member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member, or a person related to that member, has an interest, and that interest conflicts, or could potentially conflict, with the interests of the Company. A Member of the Board of Directors shall not be counted towards the minimum number of members present to form a valid quorum for the purposes of decisions relating to contracts, transactions or proposals in which they are prohibited from voting.</p> <p>c. As stipulated in point d, clause 10 of this Article, should any matter arise during the meeting concerning the interests or voting rights of a Member of the Board of Directors, and said Member does not voluntarily waive their voting</p>	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.uxti.com.vn Email: quyenlb@uxti.com.vn

		<p>rights, the chairperson's ruling shall be final, unless the nature or scope of the Member of the Board of Directors' interest has not been fully disclosed.</p> <p>d. A Member of the Board of Directors benefiting from a contract as stipulated in points a and b, clause 6, Article 43 of these Articles of Association shall be deemed to have a significant interest in said contract.</p> <p>e. Members of the The Board of Supervisors are entitled to attend Board of Directors meetings and participate in discussions, but do not hold voting rights.</p> <p>11. A Member of the Board of Directors, directly or indirectly benefiting from a contract or transaction that has been signed or is expected to be signed with the Company, and knowingly having an interest therein, is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of said contract or transaction. In the event that a Member of the Board of Directors is unaware of their own or a related party's interest at the time the contract or transaction is signed with the Company, this Member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware of their interest or prospective interest in the aforementioned transaction or contract.</p>	
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>12. The Board of Directors approves decisions and issues resolutions based on the majority approval of the Members of the Board of Directors present at the meeting. In the event of a tie, the Chairperson of the Board of Directors' vote shall be the deciding vote.</p> <p>13. Resolutions obtained through written opinions are adopted based on the consenting opinions of the majority of the Members of the Board of Directors with voting rights. These resolutions possess the same validity and effect as resolutions passed at a meeting.</p> <p>14. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors' meetings to the Members, and said minutes shall serve as authentic evidence of the proceedings conducted during the meeting unless objections to the contents of the minutes are raised within ten (10) days of their dispatch. The minutes of the Board of Directors' meeting shall be recorded in Vietnamese and may also be recorded in English. The minutes must bear the signatures of the chairperson and the minute-taker.</p>	
<p>Article 31 <i>Sub-committees of the Board of Directors</i></p>	Not applicable	<p>Article 31. Sub-committees of the Board of Directors</p> <p>1. The Board of Directors may establish subordinate sub-committees responsible for development policy, human</p>	<p>Supplemented to conform with Article 31, Appendix I, Model Charter</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		resources, compensation and benefits, internal audit, and risk management. The number of sub-committee members shall be determined by the Board of Directors with a minimum of three (03) individuals, including both Members of the Board of Directors and external members. Independent Members of the Board of Directors/Non-Executive Members of the Board of Directors should constitute the majority within each sub-committee, and one of these members shall be appointed as Head of the Sub-committee by decision of the Board of Directors. Sub-committee activities must adhere to the regulations of the Board of Directors. A sub-committee's resolution is valid only when approved by a majority of the members attending and voting at a sub-committee meeting. 2. The execution of decisions of the Board of Directors, or of its subordinate sub-committees, must comply with current legal regulations and stipulations within the Company's Charter and the internal regulations on corporate governance.	issued together with Circular 116/2020/TT-BTC
Article 32 <i>Person in charge of corporate governance</i>	Not applicable	Article 32. Person in charge of corporate governance 1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities	Supplemented to conform with Article 32, Appendix I, Model Charter issued together



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.</p> <p>2. The person in charge of corporate governance may not concurrently work for an approved audit organization that is auditing the Company's financial statements.</p> <p>3. The person in charge of corporate governance has the following rights and obligations:</p> <p>a. Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed and related matters between the Company and shareholders;</p> <p>b. Prepare meetings of the Board of Directors, the The Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the The Board of Supervisors;</p> <p>c. Advise on the procedures of the meetings;</p> <p>d. Attend meetings;</p> <p>e. Advise on the procedures for formulating resolutions of the Board of Directors in accordance with legal regulations;</p> <p>f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to</p>	with Circular 116/2020/TT- BTC
--	--	--	--------------------------------------



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>members of the Board of Directors and members of the The Board of Supervisors;</p> <p>g. Monitor and report to the Board of Directors on the Company's information disclosure activities;</p> <p>h. Act as the point of contact with relevant stakeholders;</p> <p>i. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;</p> <p>j. Other rights and obligations as prescribed by law and the Company's Charter.</p>	
	<p>Article 30. Minutes of Board of Directors Meetings</p> <p>1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:</p> <p>a) Name, address of the head office, enterprise registration number;</p> <p>b) Time and place of the meeting;</p> <p>c) Purpose, agenda, and content of the meeting;</p> <p>d) Full name of each attendee or authorized representative and the method of attendance; full name of absent members and reasons for absence;</p>	Suggest to remove	<p>For consistency with Appendix I, Model Charter issued with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>dd) Matters discussed and voted on at the meeting;</p> <p>e) Summary of the opinions of each attendee in the order of the meeting proceedings;</p> <p>g) Voting results, clearly stating the members who voted in favor, against, and abstained;</p> <p>h) Matters approved and the corresponding approval rate;</p> <p>i) Full name and signature of the chairperson and the minute-taker, except as prescribed in Clause 2 of this Article.</p> <p>2. In the event that the chairperson and minute-taker refuse to sign the minutes of the meeting, but if all other members of the Board of Directors attending the meeting sign and the minutes contain all the contents as prescribed in Points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, these minutes shall be valid.</p> <p>3. The chairperson, the minute-taker, and the signatories in the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.</p> <p>4. Minutes of the Board of Directors meetings and materials used in the meetings must be kept at the company's headquarters.</p> <p>5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In the event of discrepancies in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.</p>		
--	---	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Article 31. Right to be provided with information of the Member of the Board of Directors</p> <p>1. A Member of the Board of Directors has the right to request the Director, Deputy Director, or General Director, Deputy General Director, or other managers within the company to provide information and documents regarding the financial status and business operations of the company and its units.</p> <p>2. The requested manager must provide information and documents promptly, completely, and accurately as requested by the Member of the Board of Directors.</p>	<p>Suggest to remove</p>	<p>For consistency with Appendix I, Model Charter issued with Circular 116/2020/TT-BTC</p>
	<p>Article 32. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors</p> <p>1. The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in the following cases:</p> <p>a) No longer meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises;</p> <p>b) Submitting a resignation letter and having it approved;</p> <p>c) Other cases as prescribed by law.</p> <p>2. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:</p> <p>a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;</p>	<p>Suggest to remove</p>	<p>For consistency with Appendix I, Model Charter issued with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>b) Other cases as prescribed by law.</p> <p>3. When deemed necessary, the General Meeting of Shareholders may decide to replace a Member of the Board of Directors; dismiss or remove a Member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.</p> <p>4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Members of the Board of Directors in the following cases:</p> <p>a) The number of Members of the Board of Directors decreases by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members falls below one-third;</p> <p>b) The number of independent Members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;</p> <p>c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed Member of the Board of Directors at the nearest meeting.</p>		
	<p>Article 33. Audit Committee</p> <p>1. The Audit Committee is a specialized body of the Board of Directors. The Audit Committee has 02 or more members. The</p>	Proposal to remove	To comply with Appendix I of the Model Charter issued with



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Chairman of the Audit Committee must be an independent Member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.</p> <p>2. The Audit Committee adopts decisions by voting at meetings, obtaining written opinions, or through other methods as stipulated in the Company's Charter or the Audit Committee's operating regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's operating regulations stipulate a higher ratio, a decision of the Audit Committee is approved if it is agreed upon by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Audit Committee.</p> <p>3. The Audit Committee has the following rights and obligations:</p> <ul style="list-style-type: none">a) Oversee the integrity of the company's financial statements and official disclosures related to the company's financial results;b) Review the internal control and risk management system;c) Review transactions with affiliated persons subject to the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring the approval of the Board of Directors or the General Meeting of Shareholders;		Circular 116/2020/TT- BTC
--	--	--	---------------------------------



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>d) Supervise the company's internal audit department;</p> <p>đ) Recommend the independent auditing company, remuneration level, and related terms in the contract with the auditing company for the Board of Directors' approval before submitting it to the Annual General Meeting of Shareholders for approval;</p> <p>e) Monitor and evaluate the independence and objectivity of the auditing company and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditor;</p> <p>g) Oversee to ensure that the company complies with legal regulations, requirements of regulatory agencies, and other internal regulations of the company.</p>		
CHAPTER VIII <i>GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS</i>	CHAPTER VIII GENERAL DIRECTOR, OTHER MANAGEMENT PERSONNEL, AND COMPANY SECRETARY	CHAPTER VIII GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS	Supplement and amend to comply with Chapter VIII, Appendix I issued with Circular 116/2020/TT-BTC
Article 34 <i>Company Executive</i>	Article 35. Management Personnel 1. At the request of the Chief Executive Officer and with the approval of the Board of Directors, the Company may employ the necessary number and type of management personnel, or in accordance with the company's management structure and practices as proposed by the Board of	Article 34. Company Executive 1. Company executives include the General Director, Deputy General Director, and Chief Accountant. 2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with	Amended and supplemented to comply with Article 34, Appendix I issued together with Circular



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Directors from time to time. Management personnel must possess the necessary diligence to ensure that the Company's activities and organization achieve their stated objectives.</p> <p>2. The salary, remuneration, benefits, and other terms of the employment contract for the Chief Executive Officer shall be decided by the Board of Directors, and contracts with other management personnel shall be decided by the Board of Directors after consulting with the Chief Executive Officer.</p>	<p>qualifications consistent with the Company's organizational structure and management regulations as stipulated by the Board of Directors. Company executives must be responsible for supporting the Company in achieving its stated objectives in operations and organization.</p> <p>3. The General Director receives salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.</p> <p>4. Executive salaries are considered operating expenses of the Company according to the provisions of corporate income tax law, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.</p>	116/2020/TT-BTC.
<p>Article 35. <i>Appointment, Dismissal, Duties, and Powers of the Chief Executive Officer.</i></p>	<p>1. Appointment: The Board of Directors shall appoint a Member of the Board of Directors or another individual as Chief Executive Officer and shall execute a contract stipulating salary, remuneration, benefits, and other terms related to employment. Information regarding the Chief Executive Officer's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual report.</p>	<p>1. The Board of Directors shall appoint a Member of the Board of Directors, or another individual, as Chief Executive Officer and shall execute a contract stipulating salary, remuneration, benefits, and other employment terms. Information regarding the Chief Executive Officer's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual and financial reports.</p>	Supplemented to comply with the current Law on Enterprises.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Article 37. Company Secretary. The Board of Directors shall appoint one (01) or more individuals as Company Secretary, with the term and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not in contravention of current labor regulations. The Board of Directors may also appoint one or more Assistant Company Secretaries at any given time. The roles and responsibilities of the Company Secretary include:</p> <ul style="list-style-type: none">a. Preparing meetings of the Board of Directors, the The Board of Supervisors, and the General Meeting of Shareholders as requested by the Chairman of the Board of Directors or the The Board of Supervisors;b. Advising on meeting procedures;c. Attending and recording minutes of meetings;d. Ensuring Resolutions of the Board of Directors are in compliance with the law;e. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the The Board of Supervisors. <p>The Company Secretary is responsible for maintaining confidentiality of information in accordance with legal regulations and the Company's Charter.</p>	Proposed for removal.	To be consistent with Appendix I, Model Charter, issued together with Circular 116/2020/TT-BTC.
	<p>Article 38. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors, Directors, and General Director.</p>	Proposed for removal, as already stated in Articles 34, 35, and 41 of the 2025 Amended and Supplemental Charter.	For consistency with Appendix I of the Model



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors, salaries and bonuses to Directors or the General Director, and other managers based on business results and performance.</p> <p>2. Salaries, remuneration, bonuses, and other benefits of Members of the Board of Directors, Directors, or the General Director shall be paid in accordance with the following regulations:</p> <p>a) Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting;</p> <p>b) Members of the Board of Directors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and other expenses incurred while performing assigned duties;</p> <p>c) The Director or General Director receives salary and bonuses. The salary and bonuses of the Director or General Director are decided by the Board of Directors.</p>		Charter issued with Circular 116/2020/TT-BTC.
--	--	--	---



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>3. The remuneration of each Member of the Board of Directors, the salary of the Director or General Director, and other managers are included in the company's business expenses as prescribed by the law on corporate income tax, are presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.</p>		
	<p>Article 39. Disclosure of Related Interests. The disclosure of the company's interests and affiliated persons is implemented as follows: 1. The company must compile and update the list of affiliated persons of the company according to the provisions of Clause 23, Article 4 of the Enterprise Law and their corresponding contracts and transactions with the company; 2. Members of the Board of Directors, The Board of Supervisors Members, the Director or General Director and other managers of the company must declare to the company their related interests, including: a) Name, enterprise code, head office address, business lines of the enterprise that they own or hold capital contribution or shares in; the ratio and time of ownership, holding the capital contribution or those shares; b) Name, enterprise code, head office address, business lines of the enterprise in which their affiliated persons own, co-own or</p>	<p>Suggest removal.</p>	<p>For conformity with Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>individually own a capital contribution or shares exceeding 10% of the charter capital;</p> <p>3. The declaration stipulated in Clause 2 of this Article must be made within 07 working days from the date the related interest arises; amendments and supplements must be notified to the company within 07 working days from the date of the corresponding amendment or supplement;</p> <p>4. The storage, disclosure, review, excerpting, and copying of the list of affiliated persons and declared related interests as stipulated in Clause 1 and Clause 2 of this Article are carried out as follows:</p> <p>a) The company must announce the list of affiliated persons and related interests to the General Meeting of Shareholders at the annual meeting;</p> <p>b) The list of affiliated persons and related interests is kept at the company's head office; if necessary, part or all of the aforementioned list may be kept at the company's branches;</p> <p>c) Shareholders, authorized representatives of shareholders, Members of the Board of Directors, the The Board of Supervisors, the Director or General Director, and other managers have the right to review, excerpt, and copy part or all of the declared content;</p> <p>d) The company must facilitate the persons stipulated in point c of this clause to access, review, excerpt, and copy the list of affiliated persons and related interests in the quickest and most convenient manner; must not</p>	
--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>obstruct or create difficulties for them in exercising this right. The order and procedures for reviewing, excerpting, and copying the declared content of affiliated persons and related interests are implemented according to the company's charter;</p> <p>5. Members of the Board of Directors, the Director or General Director, acting in their personal capacity or on behalf of another person to perform work in any form within the scope of the company's business, must explain the nature and content of such work to the Board of Directors and the The Board of Supervisors, and may only carry it out when approved by the majority of the remaining members of the Board of Directors; if carried out without declaration or without the approval of the Board of Directors, all income derived from such activities belongs to the company.</p>		
	<p>Article 40. Responsibilities of Company Managers.</p> <p>1. Members of the Board of Directors, Directors or General Directors, and other managers have the following responsibilities:</p> <p>a) Exercise the assigned rights and obligations as prescribed by the Law on Enterprises, other relevant legal regulations, the Company Charter, and resolutions of the General Meeting of Shareholders.</p> <p>b) Exercise the assigned rights and obligations honestly, prudently, and in the</p>	<p>Suggest removal, as already stated in Chapter X of the 2025 Amended and Supplemental Charter.</p>	<p>For conformity with Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>best manner to ensure the maximum legitimate interests of the company.</p> <p>c) Be loyal to the interests of the company and shareholders; refrain from abusing position, title, and using information, trade secrets, business opportunities, or other assets of the company for personal gain or to serve the interests of other organizations or individuals.</p> <p>d) Promptly, fully, and accurately notify the company of the contents stipulated in Clause 2, Article 164 of the Law on Enterprises.</p> <p>dd) Other responsibilities as prescribed by the Law on Enterprises.</p> <p>2. Members of the Board of Directors, Directors or General Directors, and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly liable for compensating lost benefits, returning received benefits, and compensating all damages to the company and third parties.</p>		
	<p>Article 41. Right to Sue Members of the Board of Directors, Directors, General Directors.</p> <p>1. Shareholders, or groups of shareholders owning at least 01% of the total ordinary shares, have the right to initiate lawsuits on their own or on behalf of the company against individual members of the Board of Directors, Directors or General Directors to request the return of benefits or</p>	<p>Suggest removal.</p>	<p>For conformity with Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>compensation for damages to the company or others in the following cases:</p> <p>a) Violation of the responsibilities of company managers as prescribed in Article 165 of the Law on Enterprises.</p> <p>b) Failure to perform, incomplete performance, untimely performance, or performance contrary to legal regulations or the Company Charter, resolutions, or decisions of the Board of Directors regarding the assigned rights and obligations.</p> <p>c) Abuse of position, title, and use of information, trade secrets, business opportunities, or other company assets for personal gain or to serve the interests of other organizations or individuals.</p> <p>d) Other cases as prescribed by law.</p> <p>2. The order and procedures for initiating lawsuits shall comply with the provisions of the law on civil procedures. The cost of litigation in cases where shareholders, groups of shareholders initiate lawsuits on behalf of the company, shall be included in the company's expenses, except in cases where the lawsuit request is rejected.</p> <p>3. Shareholders, groups of shareholders as prescribed in this Article, have the right to review, search, and extract necessary information as decided by the Court or Arbitration before or during the lawsuit process.</p>		
--	--	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Article 42. Approval of Contracts and Transactions between the Company and Affiliated Persons.</p> <p>1. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the company and the following affiliated persons:</p> <p>a) Shareholders, authorized representatives of shareholders who are organizations owning more than 10% of the total common shares of the company, and their affiliated persons;</p> <p>b) Members of the Board of Directors, Directors or General Directors, and their affiliated persons;</p> <p>c) Enterprises that members of the Board of Directors, Supervisors, Directors or General Directors, and other managers of the company must declare as prescribed in Clause 2, Article 164 of the Law on Enterprises.</p> <p>2. The Board of Directors approves contracts and transactions as prescribed in Clause 1 of this Article with a value of less than 35% of the total assets of the enterprise recorded in the most recent financial statement, or another lower ratio or value as stipulated in the company's Charter. In this case, the company's representative signing the contract or transaction must notify the members of the Board of Directors and Supervisors of the affiliated persons related to that contract or</p>	Proposed for removal.	To be consistent with Appendix I, Model Charter issued with Circular 116/2020/TT-BTC.
--	---	-----------------------	---



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>transaction, and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless a different time limit is stipulated in the company's Charter; members of the Board of Directors with related interests to the parties in the contract or transaction do not have voting rights.</p> <p>3. The General Meeting of Shareholders approves the following contracts and transactions:</p> <p>a) Contracts and transactions other than those specified in Clause 2 of this Article;</p> <p>b) Borrowing, lending, and sale of asset contracts or transactions with a value greater than 10% of the total assets of the enterprise recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total voting shares or their affiliated persons.</p> <p>4. In the case of approving contracts and transactions as prescribed in Clause 3 of this Article, the company's representative signing the contract or transaction must notify the Board of Directors and Supervisors of the affiliated persons related to that contract or transaction, and enclose a draft contract or notify the main content of the transaction. The Board of Directors submits the draft contract or transaction, or explains the main contents of the contract or transaction at the</p>	
--	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>General Meeting of Shareholders or obtains shareholders' written opinions. In this case, shareholders who have related interests to the parties in the contract or transaction do not have voting rights; the contract or transaction is approved as prescribed in Clause 1 and Clause 4, Article 148 of the Law on Enterprises.</p> <p>5. Contracts or transactions invalidated by court decisions are handled according to legal regulations when they are not signed in accordance with the provisions of this Article; the person signing the contract or transaction, shareholders, members of the Board of Directors, or Directors or General Directors involved must jointly compensate for any arising damages and return to the company the profits obtained from the implementation of that contract or transaction.</p> <p>6. The company must publicly disclose related contracts and transactions in accordance with relevant legal regulations.</p>		
<p>Article 36 <i>Nomination of members of the Board of Supervisors</i></p>	Not applicable.	<p>Article 36. Nomination of members of the The Board of Supervisors</p> <p>1. The nomination of The Board of Supervisors members shall be implemented similarly to the regulations in Clause 1 and Clause 2, Article 25 of this Charter.</p> <p>2. In the event that the number of Board of Supervisors candidates nominated and self-nominated is insufficient, the</p>	<p>Supplemented to align with Article 36, Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		incumbent Board of Supervisors may nominate additional candidates or organize the nomination process as stipulated in the Company Charter, the Internal Regulations on Corporate Governance, and the Charter of the Board of Supervisors. The incumbent Board of Supervisors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in accordance with legal regulations.	
Article 37 <i>Composition of the Board of Supervisors</i>	Not applicable.	<p>Article 37. Composition of the Board of Supervisors</p> <p>1. The number of members of the Company's Board of Supervisors is three (03) individuals. The term of office for a member of the Board of Supervisors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.</p> <p>2. Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall under the following circumstances:</p> <ul style="list-style-type: none"> a. Working in the accounting or finance department of the Company; b. Being a member or employee of an independent audit firm that has audited the company's financial statements for 	Supplemented to align with Article 37, Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>the three (03) consecutive years immediately preceding.</p> <p>3. The members of the Board of Supervisors shall elect one (01) person among themselves to serve as the Head of the Board; the election, dismissal, and removal shall follow the majority principle. The Head of the Board of Supervisors must hold at least a bachelor's degree in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations. The Head of the Board of Supervisors has the following rights and responsibilities:</p> <p>a. Convene meetings of the Board of Supervisors;</p> <p>b. Request the Board of Directors, the General Director, and other executives to provide relevant information to report to the Board of Supervisors;</p> <p>c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.</p> <p>4. A member of the Board of Supervisors shall be dismissed in the following cases:</p> <p>a. No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;</p>	
--	--	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>b. Submits a resignation letter and receives approval;</p> <p>c. Other cases as prescribed by Law and this Charter.</p> <p>5. Members of the Board of Supervisors shall be removed in the following cases:</p> <p>a. Failure to fulfill assigned tasks and duties;</p> <p>b. Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;</p> <p>c. By decision of the General Meeting of Shareholders;</p> <p>d. Other cases as prescribed by Law and this Charter.</p>	
<p>Article 38 <i>Head of the Board of Supervisors</i></p>	Not applicable.	<p>Article 38. Head of the Board of Supervisors</p> <p>1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle. The Board of Supervisors must have more than half of its members residing permanently in Vietnam. The Head of the Board of Supervisors must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.</p> <p>2. Rights and obligations of the Head of the The Board of Supervisors:</p>	<p>Supplemented in accordance with Article 38, Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<ul style="list-style-type: none"> a. Convene meetings of the The Board of Supervisors; b. Request the Board of Directors, General Director, and other executives to provide relevant information to report to the The Board of Supervisors; c. Prepare and sign the The Board of Supervisors's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders. 	
Article 39 <i>Rights and Obligations of the The Board of Supervisors</i>	Article 44. Rights and Obligations of the The Board of Supervisors The Company's The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Enterprise Law: 1. The The Board of Supervisors supervises the Board of Directors, Director or General Director in the management and administration of the company. 2. Inspect the reasonableness, legality, honesty, and prudence in the management and administration of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting. 3. Appraise the completeness, legality, and honesty of the company's annual and semi-annual business performance reports and financial statements, the Board of Directors' management performance report, and submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under	Article 39. Rights and Obligations of the Board of Supervisors 1. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations: a. Propose and recommend to the General Meeting of Shareholders the approval of an independent audit organization to audit the Company's Financial Statements; b. Be responsible to shareholders for their supervisory activities; c. Supervise the Company's financial situation, compliance with the law in the activities of Members of the Board of Directors, the General Director, and other managers; d. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders; e. In the event of discovering any violation of law or violation of the	Supplement to comply with Article 39, Appendix I, Model Charter issued with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>the authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.</p> <p>4. Review, inspect, and evaluate the effectiveness and efficiency of the company's internal control, internal audit, risk management, and early warning systems.</p> <p>5. Review the company's accounting books, accounting records, and other documents, as well as the company's management and operational activities when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 6 of this Charter.</p> <p>6. At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 6 of this Charter, the The Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the end of the inspection, the The Board of Supervisors must report on the requested matters to the Board of Directors and the requesting shareholder or group of shareholders. The The Board of Supervisors's inspection as stipulated in this clause must not obstruct the normal operations of the</p>	<p>Company's Charter by a Member of the Board of Directors, the General Director, and other enterprise administrators, they must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences;</p> <p>f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;</p> <p>g. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of certain articles of the Law on Securities;</p> <p>h. Have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours;</p> <p>i. Have the right to request the Board of Directors, Members of the Board of Directors, Directors (General Director) and other managers to provide complete, accurate, and timely information and documents on the Company's management, administration, and business operations;</p>	
--	---	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Board of Directors nor disrupt the company's business operations.</p> <p>7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and business operations of the company.</p> <p>8. Upon discovering any member of the Board of Directors, Director, or General Director violating the provisions of Article 165 of the Enterprise Law, the The Board of Supervisors must immediately notify the Board of Directors in writing, requesting the violator to cease the violation and implement solutions to remedy the consequences.</p> <p>9. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors meetings, and other company meetings.</p> <p>10. Utilize independent consultants and the company's internal audit department to perform assigned tasks.</p> <p>The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.</p> <p>Other rights and obligations as prescribed by the Law on Enterprises and resolutions of the General Meeting of Shareholders.</p>	<p>j. Other rights and obligations as prescribed by law and this Charter.</p> <p>2. Members of the Board of Directors, the General Director, and other enterprise administrators must provide complete, accurate, and timely information and documents on the Company's management, administration, and operations as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and Members of the Board of Directors must also be provided to Members of the Board of Supervisors at the same time and in the same manner as for shareholders and Members of the Board of Directors.</p>	
	Article 45. Right to be Provided with Information of the Board of Supervisors	Suggest removing	To comply with Appendix I Model Charter



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>1. Documents and information must be sent to the Supervisor at the same time and in the same manner as to Members of the Board of Directors, including:</p> <p>a) Notice of meetings, ballots of the Board of Directors, and accompanying documents;</p> <p>b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;</p> <p>c) Reports of the Director or General Director submitted to the Board of Directors or other documents issued by the company.</p> <p>2. The Supervisor has the right to access the company's records and documents kept at the headquarters, branches, and other locations; and has the right to visit the workplace of the company's managers and employees during working hours.</p> <p>3. The Board of Directors, members of the Board of Directors, Director or General Director, and other managers must provide complete, accurate, and timely information and documents on the company's management, administration, and business operations as requested by the Supervisor or the Board of Supervisors.</p>		issued with Circular 116/2020/TT- BTC
<p>Article 40 <i>Meetings of the Board of Supervisors</i></p>	Not available yet	<p>Article 40. Meetings of the Board of Supervisors</p> <p>1. The Board of Supervisors must meet at least 02 (two) times a year, with the attendance of at least 2/3 of the Board of Supervisors members. Minutes of the Board of Supervisors meetings are</p>	



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>prepared in detail and clarity. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisor's meetings must be retained to establish the responsibility of each member of the Board of Supervisors.</p> <p>2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and respond to matters that need clarification.</p>	
	<p>Article 47. Responsibilities of the Supervisor</p> <p>1. Comply with the law, the company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising the assigned rights and obligations.</p> <p>2. Exercise assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the company.</p> <p>3. Be loyal to the interests of the company and shareholders; not abuse their position, title, and use information, secrets, business opportunities, or other assets of the company for personal gain or to serve the interests of other organizations or individuals.</p> <p>4. Other obligations as prescribed by the Law on Enterprises.</p>	Suggest removing	<p>To comply with Appendix I Model Charter issued with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>5. In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the company or others, the Supervisor shall be personally or jointly liable for compensation for such damage. Income and other benefits obtained by the Supervisor as a result of violations must be returned to the company.</p> <p>6. In case of discovering a Supervisor violating the exercise of assigned rights and obligations, it must be reported in writing to the Board of Supervisors; request the violator to cease the violation and remedy the consequences.</p>		
	<p>Article 48. Dismissal and Removal of Supervisor</p> <p>1. The General Meeting of Shareholders dismisses a Supervisor in the following cases:</p> <p>a) No longer meets the standards and conditions to be a Supervisor as prescribed in Article 169 of the Enterprise Law;</p> <p>b) Has submitted a resignation letter and it has been approved;</p> <p>c) Other cases specified in the company's Charter.</p> <p>2. The General Meeting of Shareholders removes a Supervisor in the following cases:</p> <p>a) Fails to complete assigned tasks and duties;</p> <p>b) Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;</p>	Suggest removing	For consistency with Appendix I of the Model Charter issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	c) Repeatedly or seriously violates the Supervisor's obligations as prescribed by the Law on Enterprises and the company's Charter; d) Other cases as resolved by the General Meeting of Shareholders.		
CHAPTER X <i>RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE THE BOARD OF SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS</i>	CHAPTER X DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS MEMBERS, CHIEF EXECUTIVE OFFICER, AND OTHER MANAGEMENT PERSONNEL	CHAPTER X RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS	Supplement and amend to comply with Chapter X, Appendix I, issued together with Circular 116/2020/TT-BTC
Article 43 <i>Duty of Loyalty and Avoidance of Conflicts of Interest</i>	Article 50. Duty of Loyalty and Avoidance of Conflicts of Interest 1. Members of the Board of Directors, members of the The Board of Supervisors, the General Director, and other management personnel may not exploit for their personal gain business opportunities that could benefit the Company, nor may they use information obtained by virtue of their position for personal gain or to serve the interests of other organizations or individuals.	Article 43. Responsibility of Honesty and Avoidance of Conflicts of Interest 1. Members of the Board of Directors, members of the The Board of Supervisors, the General Director, and other managers must disclose relevant interests as prescribed by the Law on Enterprises and relevant legal documents. 2. Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other managers, and their related persons may	Amended and supplemented in accordance with Article 47, Appendix I issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>2. Members of the Board of Directors, members of the The Board of Supervisors, the General Director, and other management personnel are obligated to disclose to the Board of Directors any interests that may conflict with the interests of the Company that they may receive through other legal entities, transactions, or individuals. The above-mentioned individuals may only exploit such opportunities when the Members of the Board of Directors without related interests have resolved not to pursue the matter.</p> <p>3. The Company may not grant loans, guarantees, or credit to Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other management personnel, or persons related to the aforementioned members or legal entities in which these persons have financial interests, unless otherwise resolved by the General Meeting of Shareholders.</p> <p>4. A contract or transaction between the Company and one or more Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other management personnel, or related persons or companies, partners, associations, or organizations in which one or more Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other management personnel, or related persons are members or have</p>	<p>only use information obtained by virtue of their positions to serve the interests of the Company.</p> <p>3. Members of the Board of Directors, members of the The Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the The Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling interest of 50% or more of the charter capital with such persons or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.</p> <p>4. Members of the Board of Directors may not vote on transactions that benefit such members or their related persons as prescribed by the Law on Enterprises and the Company's Charter.</p> <p>5. Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other managers, and their related persons may not use or disclose to others inside</p>	
--	---	---	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>financial interests will not be invalidated in the following cases:</p> <p>a. For contracts with a value of less than 20% of the total asset value recorded in the latest financial statements, material elements of the contract or transaction as well as relationships and interests of the management personnel or Members of the Board of Directors have been reported to the Board of Directors or relevant subcommittee. Simultaneously, the Board of Directors or such subcommittee has authorized such contracts or transactions in good faith by a majority vote of Members without related interests;</p> <p>b. For contracts with a value greater than 20% of the total asset value recorded in the latest financial statements, material elements of this contract or transaction as well as the relationships and interests of the management personnel or Member of the Board of Directors have been disclosed to the shareholders without related interests who are entitled to vote on the matter, and those shareholders have voted in favor of such contract or transaction.</p> <p>c. Such contract or transaction is deemed by an independent consulting organization to be fair and reasonable in all aspects related to the company's shareholders at the time the transaction or contract is authorized, approved, or ratified by the Board of</p>	<p>information to carry out related transactions.</p> <p>6. A contract or transaction between the Company and one or more Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other management officers, or those related to them or a company, partner, association, or organization in which one or more Members of the Board of Directors, members of the The Board of Supervisors, the General Director, other management officers or those related to them are members, or have a financial interest, shall not be invalidated in the following cases:</p> <p>a. For contracts with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the important elements of the contract or transaction as well as the relationships and interests of the management officers or Members of the Board of Directors have been reported to the Board of Directors or the relevant subcommittee. At the same time, the Board of Directors or such subcommittee has authorized such contract or transaction in good faith by a majority vote of the members of the Board of Directors who have no related interests;</p> <p>b. For transactions with a value greater than 35% or transactions leading to a</p>	
--	---	--	--



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>Directors or a subcommittee thereof or the shareholders.</p> <p>Members of the Board of Directors, members of the The Board of Supervisors, the CEO, other management officers, and their related persons are not permitted to buy, sell, or trade in any other manner the company's shares or shares of the company's subsidiaries at a time when they obtain definitive information that will affect the price of such shares and which other shareholders are not aware of.</p>	<p>transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the Members of the Board of Directors, members of the The Board of Supervisors, General Director, and other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.</p>	
<p>Article 44 <i>Liability for Damages and Compensation</i></p>	<p>Article 51. Liability for Damages and Compensation</p> <p>2. Indemnification: The Company shall indemnify those who have been, are, or may become a party to any claim, suit, or proceeding, whether civil or administrative (other than an action brought by or on behalf of the Company) if such person has been or is a member of the Board of Directors, a manager, an employee or an authorized representative of the Company (or a subsidiary of the Company), or has been or is acting at the request of the Company (or a subsidiary of the Company) in the capacity of a member of the board of directors, manager, officer, employee or authorized representative of any other company, partnership, joint venture, trust or other</p>	<p>Article 44. Liability for Damages and Compensation</p> <p>2. The Company shall indemnify those who have been, are or may become a party to claims, lawsuits, or prosecutions (including civil and administrative cases and excluding lawsuits initiated by the Company) if such person was or is a member of the Board of Directors, a member of the The Board of Supervisors, the General Director, another executive officer, employee or authorized representative of the Company who performed their duties under the authorization of the Company, acted honestly, prudently, in the best interests of the Company on the basis of compliance with the law, and without</p>	<p>Amended and supplemented in accordance with Article 48, Appendix I issued together with Circular 116/2020/TT-BTC</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>entity. Such indemnifiable expenses include: expenses actually and reasonably incurred (including attorney's fees), judgments, fines, amounts paid in settlement and deemed reasonable within the boundaries permitted by law, provided that such person acted in good faith, with due care, diligence and skill in a manner reasonably believed to be in or not opposed to the best interests of the Company and consistent with the law, and without a finding or admission that such person violated such responsibilities. The company has the right to purchase insurance for such persons to cover the above indemnity liabilities.</p>	<p>proof confirming that such person violated their responsibilities.</p> <p>3. In carrying out functions, duties, or performing tasks as authorized by the Company, members of the Board of Directors, members of the The Board of Supervisors, other executive officers, employees, or authorized representatives of the Company shall be compensated by the Company when they become a party to complaints, lawsuits or prosecutions (except for lawsuits filed by the Company) in the following cases:</p> <p>a. Has acted honestly, prudently and diligently in the interests of and not contrary to the interests of the Company;</p> <p>b. Complied with the law and there is no confirming evidence of failure to perform their responsibilities.</p> <p>4. The compensation expenses include judgment expenses, fines, and actual incurred payments (including attorney's fees) in resolving these matters within the permissible legal framework. The Company can purchase insurance for these individuals to mitigate the aforementioned compensation liabilities.</p>	
<p>Article 45 <i>Right to Investigate Books and Records</i></p>	<p>Article 52. Right to Investigate Books and Records</p> <p>1. A shareholder or a group of shareholders referred to in Clause 3, Article 6 of this Charter has the right, directly or through an authorized representative, to send a written</p>	<p>Article 45. Right to Investigate Books and Records</p> <p>1. A shareholder or a group of shareholders referred to in Clause 3, Article 12 of this Charter has the right, directly or through an authorized</p>	<p>Updated reference to the relevant provision in the Charter</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	request to inspect during business hours and at the company's principal place of business the list of shareholders, the minutes of the General Meeting of Shareholders, and to copy or extract from such records. A request for inspection by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom the representative represents, or a notarized copy of this power of attorney.	representative, to submit a written request to inspect, during business hours and at the company's principal place of business, the list of shareholders, the minutes of the General Meeting of Shareholders, and to obtain copies or extracts of such records. A request for inspection made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom that person represents, or a notarized copy of this power of attorney.	related in the Charter
Article 47 <i>Profit Distribution</i>	Article 54. Profit Distribution 1. Pursuant to the resolution of the General Meeting of Shareholders and in accordance with the law, dividends shall be declared and paid from the Company's retained earnings, but shall not exceed the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders.	Article 47. Profit Distribution 1. The General Meeting of Shareholders shall decide the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.	Supplemented and amended in accordance with Clause 1, Article 51, Appendix I issued together with Circular 116/2020/TT-BTC
	5. In cases where dividends or other monetary amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong and may make payment by check or money order sent by post to the registered address of the receiving shareholder, and in the event of any risk arising (from the registered address of the shareholder), such shareholder shall bear the responsibility. In addition, cash payments of dividends or other monetary amounts	5. In cases where dividends or other monetary amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong and may make payment by check or money order sent by post to the registered address of the receiving shareholder, and in the event of any risk arising (from the registered address of the shareholder), such shareholder shall bear the responsibility. In addition, cash payments	Supplemented and amended in accordance with Clause 4, Article 51, Appendix I issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	relating to a class of shares may be made by bank transfer when the Company has the shareholder's detailed bank information to enable the Company to transfer directly into the shareholder's bank account. In the event that the Company has made the transfer in accordance with the detailed banking information provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount the Company transferred to the receiving shareholder. Payment of dividends for shares listed on the Stock Exchange/Securities Trading Center can be made through a securities company or the Vietnam Securities Depository.	of dividends or other monetary amounts relating to a class of shares may be made by bank transfer when the Company has the shareholder's detailed banking information to enable the Company to transfer directly into the shareholder's bank account. In the event that the Company has made the transfer in accordance with the detailed bank information provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount the Company transferred to the receiving shareholder. Payment of dividends for shares listed on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository.	
CHAPTER XIV <i>BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME</i>	CHAPTER XIV BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM	CHAPTER XIV BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME	Supplemented and amended to comply with Appendix I, Chapter XIV of the Model Charter issued together with Circular 116/2020/TT- BTC
	Article 56. Reserve Fund Appropriation The appropriation of funds shall be implemented in accordance with the provisions of the Law and as decided by the	Proposed to remove	To comply with Appendix I of the Model Charter issued together



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>General Meeting of Shareholders. Annually, after fulfilling financial obligations to the State, profits shall be allocated as follows:</p> <p>1) Financial Reserve Fund: 5% of profit after tax.</p> <p>2) Reward and Welfare Fund: Annually, the Company shall allocate an amount not exceeding 10% of the Company's profit after tax to the Reward and Welfare Fund. The Board of Directors is authorized to determine the amount allocated to the Reward and Welfare Fund annually.</p> <p>3) Other funds (If any) as proposed by the Board of Directors and approved annually by the General Meeting of Shareholders.</p>		with Circular 116/2020/TT-BTC
CHAPTER XV <i>ANNUAL REPORT, FINANCIAL STATEMENTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE</i>	CHAPTER XV ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, PUBLIC ANNOUNCEMENT	CHAPTER XV ANNUAL REPORT, FINANCIAL STATEMENTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	Supplemented and amended to comply with Appendix I, Chapter XIV of the Model Charter issued together with Circular 116/2020/TT-BTC
Article 51 <i>Annual, Semi-Annual, and Quarterly Financial Statements</i>	<p>Article 59. Annual, Semi-Annual, and Quarterly Reports</p> <p>1. The Company must prepare annual financial statements in accordance with the provisions of the law as well as the regulations of the State Securities Commission and the reports must be audited</p>	<p>Article 51. Annual, Semi-Annual, and Quarterly Financial Statements</p> <p>1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Company shall publicly disclose the audited annual</p>	Supplemented and amended to comply with Clauses 1 - 3, Article 55, Appendix I, Model Charter



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>as prescribed in this Charter, and within ninety (90) days from the end of each fiscal year, the Company shall submit its annual financial statements which must already be approved by the General Meeting of Shareholders, to the competent tax authorities, the State Securities Commission, the Stock Exchange/Securities Trading Center (for listed companies), and the business registration authority.</p> <p>2. Annual financial statements must include a statement of business results that reflects truthfully and objectively the Company's profit and loss situation during the fiscal year and a balance sheet that reflects truthfully and objectively the status of the Company's operations up to the reporting date, the statement of cash flows, and notes to the financial statements. In cases where the Company is a parent company, in addition to annual financial statements, the financial report must also include the consolidated balance sheet for operations of the Company and its subsidiaries as at the end of each fiscal year.</p>	<p>financial statements according to the provisions of law on information disclosure in the securities market and submit them to the competent state authorities.</p> <p>2. The annual financial statements must include all reports, appendices, and explanations in accordance with the law on enterprise accounting. The annual financial statements must reflect truthfully and objectively the company's operational situation.</p> <p>3. The company must prepare and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state agencies.</p>	<p>issued with Circular 116/2020/TT- BTC</p>
<p>Article 52 <i>Annual Report</i></p>	<p>Article 60. Annual Report</p> <p>1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Report on the company's business results;</p> <p>b) Financial statements;</p> <p>c) Report evaluating the company's management and administration;</p>	<p>Article 52. Annual Report</p> <p>The company must prepare and publish an Annual Report in accordance with the provisions of the law on securities and the securities market.</p>	<p>Amended to comply with Article 56, Appendix I, Model Charter issued with Circular</p>



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>d) The Board of Supervisors's appraisal report.</p> <p>2. For joint-stock companies that are required by law to be audited, the annual financial statements of the joint-stock company must be audited before being submitted to the General Meeting of Shareholders for review and approval.</p> <p>3. The reports specified in points a, b, and c of clause 1 of this Article must be sent to the The Board of Supervisors for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders, unless otherwise stipulated in the company's Charter.</p> <p>4. The reports specified in clauses 1, 2, and 3 of this Article, the The Board of Supervisors's appraisal report, and the audit report must be kept at the company's head office no later than 10 days before the opening date of the annual General Meeting of Shareholders, unless the company's Charter stipulates a longer period. Shareholders who have continuously owned shares of the company for at least 01 year have the right, on their own or together with lawyers, accountants, or certified auditors, to directly review the reports specified in this Article.</p>		116/2020/TT-BTC
	<p>Article 61. Information Disclosure</p> <p>1. The company must send the annual financial statements approved by the General Meeting of Shareholders to the competent state agencies in accordance with the law on</p>	Suggest removal.	For consistency with Appendix I, Model Charter issued with Circular



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>accounting and other relevant legal provisions.</p> <p>2. The joint-stock company shall publish the following information on its website:</p> <p>a) Company Charter;</p> <p>b) Curriculum vitae, educational qualifications and professional experience of members of the Board of Directors, Supervisors, Director or General Director of the company;</p> <p>c) Annual financial statements approved by the General Meeting of Shareholders;</p> <p>d) Annual performance evaluation reports of the Board of Directors and the The Board of Supervisors.</p> <p>3. A joint-stock company that is not a listed company must notify the Business Registration Agency where the company has its head office within 03 working days after receiving information or changes in information regarding the full name, nationality, passport number, contact address, number of shares, and type of shares of a foreign individual shareholder; the name, enterprise code, head office address, number of shares, and type of shares of a foreign institutional shareholder; and the full name, nationality, passport number, contact address of the authorized representative of the foreign institutional shareholder.</p> <p>4. The public company shall disclose and publicize information in accordance with the provisions of the law on securities. The joint-</p>		116/2020/TT-BTC.
--	--	--	------------------



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	stock company as prescribed in point b, clause 1, Article 88 shall disclose and publicize information according to the provisions in points a, c, dd, and g, clause 1, Article 109 and Article 110 of the Enterprise Law.		
Article 54 <i>Seal</i>	<p>Article 63. Seal</p> <p>1. The Company has the right to decide on the form, quantity, and Content of the enterprise's seal in accordance with legal regulations.</p> <p>2. The company seal shall be circular, using red ink. The Content of the Company seal shall include the following information: Enterprise name; Enterprise code; District and province name where the enterprise is headquartered.</p> <p>- The Company has only one enterprise seal.</p> <p>3. The management, use, and preservation of the seal shall be assigned to the company's legal representative.</p> <p>4. The enterprise shall be legally responsible for the honesty, accuracy, lawfulness, appropriateness to ethics and culture, and the potential for confusion of the seal design, and for disputes arising from the management and use of the seal.</p>	<p>Article 54. Seal</p> <p>1. A seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.</p> <p>2. The Board of Directors decides the type, quantity, form, and Content of the seals of the Company, its branches, and representative offices (if any).</p> <p>3. The Board of Directors and the General Director shall use and manage the seal according to current legal regulations.</p>	<p>Amend to conform to Article 58, Appendix I, Model Charter issued with Circular 116/2020/TT-BTC.</p>
	<p>Article 65. Deadlock among Board Members and Shareholders</p> <p>Unless otherwise provided in this Charter, shareholders holding half of the outstanding voting shares in the election of Board members shall have the right to petition the</p>	Suggest removal.	For consistency with Appendix I, Model Charter issued with Circular



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

	<p>court for dissolution on one or more of the following grounds:</p> <ol style="list-style-type: none"> 1. Board members fail to agree on the management of the Company's affairs, resulting in a failure to achieve the required number of votes for the Board of Directors to operate. 2. Shareholders cannot agree and therefore cannot achieve the required number of votes to elect Board members. 3. Internal disagreement and division among two or more factions of shareholders make dissolution the most advantageous option for all shareholders. 		116/2020/TT-BTC.
CHAPTER XXI <i>EFFECTIVE DATE</i>	Not available.	CHAPTER XXI <i>EFFECTIVE DATE</i>	Supplement to comply with Chapter XIV, Appendix I of the Model Charter issued with Circular 116/2020/TT-BTC.
Article 60 <i>Effective Date</i>	<p>Article 70. Effective Date</p> <p>1. This Charter consists of twenty (XX) chapters and seventy (70) articles, approved by the Annual General Meeting of Shareholders of Ut Xi Aquatic Products Processing Corporation on April 22, 2023 at the Company, and the full text of this Charter is hereby approved.</p>	<p>Article 60. Effective Date</p> <p>1. This Charter, comprising XXI Chapters and 60 Articles, was unanimously approved by the Annual General Meeting of Shareholders of Ut Xi Aquatic Products Processing Corporation on Date April 28, 2025 at the Company, and the full text of this Charter was concurrently approved.</p>	Supplemented and amended to conform to Article 64, Appendix I of the Model Charter issued together with Circular 116/2020/TT-BTC



UTXI AQUATIC PRODUCTS PROCESSING CORPORATION

Head office: No. 24, Provincial Road 934, Ha Bo Hamlet, Tai Van Commune, Tran De District, Soc Trang Province

Telephone: (0299) 3852 959 – 3852 671 Fax: (0299) 3852 952 – 3852 670

Website: www.utxi.com.vn Email: quyenlb@utxi.com.vn

		<p>2. The Charter is made in 05 copies, each having equal validity, of which:</p> <p>a. One (01) copy is submitted to the Business Registration Office – Department of Planning and Investment of Soc Trang Province;</p> <p>b. Three (03) copies are submitted to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository;</p> <p>c. One (01) copy is kept at the Company's headquarters.</p>	
<p>APPENDIX 01 DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT TO DATE AND THE PROPORTION OF SHARES HELD BY THE FOUNDING SHAREHOLDERS ON THE DATE OF ESTABLISHMENT</p>	Not applicable	<p>APPENDIX 01 DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT TO DATE AND THE PROPORTION OF SHARES HELD BY THE FOUNDING SHAREHOLDERS ON THE DATE OF ESTABLISHMENT <i>(For details, please refer to the Draft of the Amended and Supplemented Charter 2025)</i></p>	<p>To conform to Appendix I of the Model Charter issued together with Circular 116/2020/TT- BTC</p>