

**CANTHO PESTICIDES
JOINT STOCK COMPANY**

No.: 26B/CBTT.CPC2025

*Re: Disclosure of the Amended
Charter 2025*

SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

Can Tho, May 05 2025

EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange

1. Organization name: CAN THO PESTICIDES JOINT STOCK COMPANY
 - Stock code: CPC
 - Head office address: 51 Truong Van Dien, Phuoc Thoi Ward, O Mon District, Can Tho City
 - Telephone: 02923 861770
 - Fax: 02923 861798
 - Information discloser: NGUYEN VAN TRUNG

2. Disclosed information:

On 05 May 2025, the Board of Directors of Can Tho Pesticides Joint Stock Company issued a resolution on the amended Charter of the Company (2025 version).

3. This information was disclosed on the company's website on May 05, 2025, at: <http://www.tstcantho.com.vn> .

We hereby commit that the disclosed information is true and we take full legal responsibility for the content of the disclosed information.

*** Attached documents:**

- Resolution of the Board of Directors
- Charter of Can Tho Pesticides Joint Stock Company (2025 version)

**Authorized representative of the
organization**



GENERAL DIRECTOR

Nguyễn Văn Trung

CANTHO PESTICIDES JOINT STOCK
COMPANY

No. 271 2025.NQ.HĐQT.CPC

“Re: Issuance of the Charter CPC 2025”

SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

Can Tho, May 21 2025

RESOLUTION OF THE BOARD OF DIRECTORS

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Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company dated April 24, 2025.

Pursuant to the Minutes of the 5th Meeting of the Board of Directors, Term V, in 2025 of CPC

RESOLUTION

ARTICLE 1: To issue the amended Charter of CPC for 2025.

ARTICLE 2: To assign the person in charge of corporate governance to implement this Charter in accordance with the current regulations.

ARTICLE 3: The individuals named in Article 2 and all relevant persons shall be responsible for implementing this resolution from the date of signing.

Recipients:

- To be filed by the Administration & Human Resources Department
- To be filed by the Board of Directors
- Concerned individuals

ON BEHALF OF THE BOARD OF
DIRECTORS



Võ Việt Khanh

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

CAN THO PESTICIDES JOINT STOCK COMPANY

...., date *25* month *05* year 2025

W.S.D.A.
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INTRODUCTION

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders No. ... dated ..., 2025.

I. DEFINITION OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows::

- a) *The Company* refers to Can Tho Pesticides Joint Stock Company;
- b) *Charter capital* means the total par value of shares sold or registered for subscription upon the Company's establishment, as stipulated in Article 6 of this Charter;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, together with its amendments and supplements;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, together with its amendments and supplements;
- e) *Date of establishment* means the date on which the Company was initially granted the Enterprise Registration Certificate (Business Registration Certificate or any equivalent legal document);
- f) *Executives of the Company* include the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors, as well as Directors and Heads of Departments approved by the Board of Directors;
- g) *Managers of the Company* include the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;
- h) *Related person* means an individual or organization as defined in Clause 23 Article 4 of the Law on Enterprises 2020 and Clause 46 Article 4 of the Law on Securities;
- i) *Shareholder* means any individual or organization holding at least one share in the Company;
- j) *Founding shareholder* means a shareholder holding at least one ordinary share and whose name appears in the list of founding shareholders of the Company;

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k) *Major shareholder* means a shareholder holding 5% or more of the voting shares of the Company;

l) *Member of the Board of Supervisors* refers to a Supervisor;

m) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;

n) *VSDC* means the Vietnam Securities Depository and Clearing Corporation;

o) *Contact address* means the registered head office address for organizations; and the permanent residence, workplace, or other address registered with the Company for individuals;

p) *Business secrets or trade secrets* are confidential, undisclosed information obtained through financial or intellectual investment activities that are applicable in business..

2. References in this Charter to any specific provision(s) or document(s) shall be deemed to include all amendments, supplements, or replacements thereof.

3. The headings (Sections, Articles) in this Charter are for reference and convenience only and shall not affect the content or interpretation of this Charter.

II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Type, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company

1. Company name: CAN THO PESTICIDES JOINT STOCK COMPANY

– English name: Can Tho Pesticides Joint Stock Company

– Abbreviated name: CPC

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

3. Registered head office:

- Address: 51 Truong Van Dien Street, Phuoc Thoi Ward, O Mon District, Can Tho City, Vietnam

- Telephone: +84 292 3861 770

- Fax: +84 292 3861 798

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- Email: admin@tstcantho.com.vn

- Website: www.tstcantho.com.vn

- Logo



4. The Company may establish branches and representative offices in business locations to fulfill its business objectives, subject to decisions of the Board of Directors and within the scope permitted by law.

5. Unless dissolved earlier as stipulated in Article 55 of this Charter, the Company's term of operation shall be indefinite from the date of establishment.

Article 3. Legal Representative(s) of the Company

1. The Company has two (02) legal representatives, namely the General Director and the Chairman of the Board of Directors.

2. A legal representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions; represents the Company as a petitioner in civil matters, as plaintiff, defendant, or a party with related rights and obligations before arbitration tribunals or courts. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Law on Enterprises and other relevant rights and obligations under applicable laws.

3. A legal representative of the Company must reside in Vietnam and, in the event of leaving the country, must authorize in writing another person who resides in Vietnam to exercise the rights and obligations of the legal representative within the Company during the absence. In such case, the legal representative remains liable for the delegated actions.

4. In the event the authorization period expires and the legal representative has not returned to Vietnam and has not issued a new authorization, the authorized person shall continue to perform the rights and obligations of the Company's legal representative within the scope of the original authorization until the legal representative resumes duty or until the Board of Directors appoints another legal representative.

5. If the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to perform their rights and obligations, or in

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cases of death, missing status, being under criminal investigation, temporary detention, imprisonment, undergoing administrative measures at a compulsory rehabilitation or education facility, being restricted or incapacitated in civil acts, having difficulties in cognition or behavioral control, or being prohibited by the court from holding positions, practicing certain professions or doing specific work, the Board of Directors shall appoint another person to act as the legal representative of the Company.

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

Article 4. Objectives of the Company's Operations

1. The principal business sectors and lines of the Company are as follows:

No.	Business Line	Industry Code
1	Manufacture of fertilizers and nitrogen compounds	2012 (Main)
2	Manufacture of pesticides and other chemical products used in agriculture. Details: Production and processing of plant protection products, and other chemical products used in agriculture.	2021
3	Manufacture of other chemical products not elsewhere classified. Details: Production of veterinary medicine for aquaculture, biological products, environmental remediation products, feed supplements and animal feed, for aquaculture and chemicals used in aquaculture.	2029
4	Processing and preserving aquatic products and products from aquatic products. Detail: Processing seafood for export.	1020
5	Other specialized wholesale not classified elsewhere.	4669

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No.	Business Line	Industry Code
	Detail: Import and trade of plant protection products, biological products and chemicals of all kinds; Import and trade of fertilizers; Trading in products for treatment and improvement of the environment used in aquaculture; Trading in aquatic breeds, feed supplements, and animal feed for aquaculture; Export of plant protection products, fertilizers, and chemicals for agriculture.	
6	Wholesale of food. Detail: Export of processed food.	4632
7	Wholesale of other household goods. Detail: Trading, import and export of veterinary drugs for aquatic animals.	4649
8	Wholesale of agricultural machinery, equipment, and parts. Detail: Import and trade of machinery, equipment, and tools for agricultural production.	4653
9	Other passenger road transport	4932
10	Freight transport by road	4933

2. The Company's operational objective is to mobilize and utilize capital effectively in the development of production and business activities related to the products within its licensed business lines and functions. At the same time, the Company aims to enhance operational efficiency and maximize reasonable profits, generate employment and stable income for its employees, increase returns for shareholders, contribute to the State budget, and continuously promote sustainable growth and expansion of the Company.

Article 5. Scope of Business and Operations of the Company

The Company is entitled to conduct business activities within the lines of business specified in this Charter, which have been duly registered, notified for changes with the

business registration authority, and publicly disclosed on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The charter capital of the Company is VND 43,030,500,000 (Forty-three billion, thirty million, five hundred thousand Vietnamese dong).

The total charter capital is divided into 4,303,050 shares, with a par value of VND 10,000 per share.

2. The Company may increase or decrease its charter capital subject to the approval of the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date of adoption of this Charter, the Company's shares comprise ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are provided in Articles 12 and 13 of this Charter.

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

5. The Company officially operates as a joint stock company under Enterprise Registration Certificate No. 1800457478 issued for the first time by the Department of Planning and Investment of Can Tho City on May 7, 2002. In accordance with the Enterprise Law, as of the date hereof, the lock-up period on the transfer of founding shareholders' ordinary shares has expired.

6. Offering of Shares

Offering of shares refers to the issuance of additional shares, including the types of shares the Company is permitted to offer, and the sale of such shares during the Company's operation to increase charter capital.

The offering of shares may be conducted in the following forms:

- a) Offering to existing shareholders;
- b) Public offering;
- c) Private placement;
- d) Other forms as decided by the General Meeting of Shareholders.

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Ordinary shares must be offered to existing shareholders in proportion to their current holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares shall be subject to the decision of the Board of Directors. The Board of Directors may distribute such shares to shareholders or other parties under terms and conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or stipulated by securities laws.

7. The Company may repurchase its issued shares in accordance with this Charter and prevailing laws.

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

Article 7. Share Certificates

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

2. A share certificate is a type of security that certifies the lawful rights and interests of the holder in relation to a portion of the share capital of the issuing organization. Share certificates must contain all details as stipulated in Clause 1, Article 121 of the Law on Enterprises. In the event of any error in the content or format of a share certificate issued by the Company, the rights and interests of the shareholder shall not be affected. The legal representative of the Company shall be responsible for any damage caused by such errors.

3. Shareholders shall be issued share certificates within seven (07) days from the date on which the Vietnam Securities Depository and Clearing Corporation (VSDC) notifies that it has received the complete dossier for ownership transfer in accordance with legal regulations, or within two (02) months from the date full payment for the subscribed shares is made under the Company's share issuance plan (or within another timeframe as stipulated in the issuance terms). Shareholders shall not be required to pay the Company for the cost of printing the share certificates.

4. In the event a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be issued a new certificate upon request. The shareholder's request must include the following information: a) Details of the lost, damaged, or destroyed share certificate; b) A commitment to be liable for any disputes arising from the reissuance of the new certificate.

5. In the event the Company cancels the registration of securities with the VSDC, it shall reissue physical share certificates to shareholders within thirty (30) days from the effective

date of the deregistration as notified by the VSDC.

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

Article 8. Share Transfer

1. All shares are freely transferable unless otherwise stipulated in this Charter or by law. Listed shares on the Stock Exchange shall be transferred in accordance with the applicable laws on securities and the securities market.

2. Unpaid shares are not transferable and shall not be entitled to any shareholder rights, including but not limited to the right to receive dividends, the right to receive bonus shares issued from owner's equity, the right to subscribe for newly offered shares, and other benefits in accordance with applicable laws.

Article 9. Share Redemption

1. In case a shareholder fails to fully and timely pay for the subscribed shares, the Board of Directors shall notify and have the right to demand the outstanding payment. The shareholder shall be liable, in proportion to the total par value of the shares subscribed, for any financial obligations of the Company arising from such non-payment.

2. The payment notice must specify the new payment deadline (which shall be no less than seven (07) days from the date of notification), the place of payment, and clearly state that failure to make the payment as required shall result in the forfeiture of the unpaid shares.

3. The Board of Directors shall have the authority to redeem the unpaid shares if the shareholder fails to comply with the requirements stated in the notice.

4. Redeemed shares shall be considered shares eligible for offering as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or via authorization sell or redistribute the shares under conditions and methods it deems appropriate.

5. Shareholders whose shares are redeemed shall forfeit their shareholder status with respect to those shares but shall remain liable, in proportion to the par value of the subscribed shares, for the financial obligations of the Company arising at the time of redemption as determined by the Board of Directors, from the date of redemption until the payment is fulfilled. The Board of Directors shall have full authority to enforce payment of the full value of the shares at the time of redemption.

6. The redemption notice shall be sent to the shareholder whose shares are being redeemed prior to the effective date of redemption. The redemption shall remain effective notwithstanding any error or negligence in the delivery of the notice.

V. ORGANIZATIONAL STRUCTURE, CORPORATE GOVERNANCE, AND SUPERVISION

Article 10. Organizational Structure, Corporate Governance, and Supervision

The organizational and governance structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Board of Supervisors;
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and express opinions at the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, or via other methods in accordance with the Company's Charter and applicable laws. Each ordinary share shall carry one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for new shares in proportion to their ownership in the Company;
 - d) To freely transfer their shares to others, except as stipulated in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other applicable legal regulations;
 - e) To review, extract and request corrections to inaccurate information in the list of shareholders with voting rights, including names and contact addresses;
 - f) To review, extract, or make copies of the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;

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g) Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding after the Company has settled all liabilities (including obligations to the State, taxes, and fees);

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

i) To be treated equally. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In case of preferred shares, the associated rights and obligations must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To access sufficient periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

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

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

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders as prescribed in Clauses 3 and 4 of Article 115 and Article 140 of the Law on Enterprises;

b) To review, extract, and make copies of the minutes, resolutions, and decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts, and transactions approved by the Board of Directors, and other documents except those concerning trade or business secrets of the Company;

c) To request the Board of Supervisors to investigate specific matters relating to the management and operation of the Company if deemed necessary. Such requests must be in writing and include the following information: full name, contact address, nationality, legal identification of the individual shareholder; name, enterprise registration number or legal documents of the institutional shareholder; the address of the institution's head office; the number and timing of share ownership of each shareholder in the group; the total number of shares owned by the group; and the issues to be investigated and the purpose of the investigation;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least five (05) working days prior to the opening date of the General Meeting. The proposal must clearly

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state the shareholder's name, the number of shares of each class owned, and the proposed issue;

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

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination process shall be as follows:

a) The shareholders forming a group to nominate candidates must notify other shareholders attending the General Meeting of such grouping before the meeting commences;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders referred to in this Clause shall have the right to nominate one or more individuals as candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders in accordance with Articles 25 and 37 of this Charter. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and the Board of Supervisors in accordance with the aforementioned articles.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the shares they have committed to purchase.
2. Not to withdraw contributed capital represented by ordinary shares from the Company under any form, except where such shares are repurchased by the Company or another party. In the event that a shareholder unlawfully withdraws part or all of the contributed capital, that shareholder and any related beneficiary within the Company shall be jointly liable for the Company's debts and other property obligations up to the value of the withdrawn shares and any resulting damages.
3. To comply with the Company's Charter and internal management regulations.
4. To adhere to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their legitimate rights and interests; and to strictly refrain from disclosing, duplicating, or sending the provided information to any third party.

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6. To attend the General Meeting of Shareholders and exercise their voting/election rights through one of the following methods:

- a) Direct participation and voting/election at the meeting;
- b) Authorizing another individual or organization to attend and vote/elect at the meeting;
- c) Participating and voting/electing via online meeting, electronic voting, or other electronic means;
- d) Submitting ballots by mail, fax, or email to the meeting.

7. To bear personal liability if acting on behalf of the Company in any of the following cases:

- a) Violating the law;
- b) Engaging in business or transactions for personal gain or for the benefit of another organization or individual;
- c) Making early payments for debts before due dates in the face of financial risks to the Company.

8. In case of any changes related to their contact address or registered ownership information, shareholders must promptly notify the Company's investor relations department or the securities company where the shares are deposited for update and amendment. The Company shall not be held liable for failure to contact or send materials to shareholders due to incorrect, missing, or incomplete contact details.

9. To fulfill other obligations as prescribed by applicable laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be convened once a year and within four (04) months from the end of the financial year. The Board of Directors may extend the time for holding the annual General Meeting of Shareholders when deemed necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be where the chairperson of the meeting is present and must be located within the territory of Viet Nam.

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2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, including but not limited to the approval of the audited annual financial statements. If the auditor's report on the Company's financial statements contains material exceptions, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing organization to attend the annual General Meeting of Shareholders, and such representative is required to attend the meeting.

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

- a) When the Board of Directors deems it necessary for the interests of the Company;
- b) When the number of members of the Board of Directors or the Board of Supervisors falls below the statutory minimum;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter; the request for the meeting must be made in writing, clearly stating the reasons and purpose of the meeting and bearing the signatures of the requesting shareholders or compiled from multiple written requests with sufficient signatures of relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene an extraordinary General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or the Board of Supervisors falls below the statutory minimum as provided in Point b, Clause 3 of this Article or upon receiving a request under Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the meeting as required in Point a, Clause 4 of this Article, the Board of Supervisors shall convene the meeting within the next 30 days in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Board of Supervisors fails to convene the meeting under Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the process and procedures of convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses related to convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such reimbursement does not cover travel, accommodation, or other personal expenses incurred by shareholders attending the meeting.

d) The procedures for convening and conducting the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and Duties of the General Meeting of Shareholders

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

- a) Approving the development orientation of the Company;
- b) Deciding on the types and total number of shares of each type authorized for offering; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, or removing members of the Board of Directors and members of the Board of Supervisors;
- d) Deciding on investment or disposal of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
- e) Deciding on amendments and supplements to the Company's Charter;
- f) Approving the annual financial statements;
- g) Deciding to repurchase more than 10% of the total number of shares of each type already issued;
- h) Reviewing and handling violations committed by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization (division, separation, merger, consolidation, or transformation) or dissolution of the Company and appointing members of the liquidation committee;
- j) Determining the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approving, supplementing, and amending internal governance regulations; the operational rules of the Board of Directors and the Board of Supervisors;

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l) Approving the list of approved audit firms; selecting the approved audit firm to audit the Company; and dismissing auditors when deemed necessary;

m) Deciding the number of members of the Board of Directors and the Board of Supervisors;

n) Approving contracts and transactions between the Company and related parties as stipulated in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total assets as recorded in the most recent financial statements;

o) Approving transactions as provided for in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;

p) Exercising other rights and duties in accordance with the law.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors and its individual members;

d) The report of the Board of Supervisors on the Company's business performance and the activities of the Board of Directors, the Director, or General Director;

đ) The self-assessment report of the Board of Supervisors and the Supervisors;

e) Dividend rate per share for each type of share;

g) Other matters within its authority.

3. All resolutions and matters included in the meeting agenda must be presented for discussion and voting at the General Meeting of Shareholders.

4. All contents approved in the resolutions of previous General Meetings of Shareholders that have not been implemented must be reported by the Board of Directors at the nearest annual meeting. In case of any changes to contents within the authority of the General Meeting of Shareholders, the Board of Directors must submit them for approval at the nearest meeting before implementation.

Article 15. Authorization to Attend the General Meeting of Shareholders

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1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or other organizations to attend the meeting, or attend via one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder in attending the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney must be prepared in accordance with civil law and clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the scope and contents of authorization, the duration of authorization, signatures and full names (handwritten), and seals (if the authorizing party is an organization) of both the authorizing party and the authorized party. The authorized person must submit the original power of attorney upon registration for the meeting.

The authorized person may further authorize another person only if there is a written consent from the original authorizing shareholder. This written consent must be presented by the re-authorized person upon attending the meeting, together with the original power of attorney. The re-authorized person is not allowed to grant further authorization.

3. The voting ballot/election ballot of the authorized person shall remain valid within the authorized scope, even in the following cases:

- a) The authorizing person has passed away, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply in cases where the Company receives notice of any of the aforementioned events prior to the opening time of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 16. Amendment of Rights

1. The amendment or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of preferred shareholders of a particular class shall only be adopted if it is approved by shareholders of the same class holding at least 75% of the total preferred shares of that class present at the

meeting, or by shareholders holding at least 75% of the total preferred shares of that class in case of a resolution passed in the form of written consultation.

2. A meeting of shareholders holding a specific class of preferred shares to approve changes to their rights shall be valid only when at least two (02) shareholders (or their authorized representatives) holding at least one-third ($1/3$) of the par value of the issued shares of that class are present. If the quorum is not met, the meeting shall be reconvened within thirty (30) days, and any shareholders of that class present in person or by proxy, regardless of their number or shareholding, shall constitute a valid quorum. At such meetings, holders of that class of preferred shares, either in person or through authorized representatives, may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

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

4. Unless otherwise provided in the share issuance terms, the special rights attached to preferred shares concerning some or all matters related to the distribution of profits or assets of the Company shall not be affected by the issuance of additional shares of the same class.

Article 17. Convening Meetings, Meeting Agenda, and Notice of General Meeting of Shareholders

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

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

a) Prepare the list of shareholders eligible to attend and vote/elect at the meeting. This list must be made no more than ten (10) days before the notice of the meeting is sent. The Company must disclose the information about preparing this list at least twenty (20) days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Provide information and resolve complaints related to the list of shareholders;

d) Prepare meeting materials;

e) Draft resolutions of the General Meeting of Shareholders in accordance with the expected contents of the meeting;

- f) Determine the time and venue of the meeting;
- g) Notify and send the meeting notice to all shareholders eligible to attend;
- h) Perform other duties in service of the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholder's contact address, and it must also be published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed. The convener must send the meeting notice no later than twenty-one (21) days prior to the meeting date (counted from the date the notice is validly sent or dispatched). The agenda and documents related to the items to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If the materials are not enclosed with the notice, the notice must specify the website link to access all materials, including:

- a) The meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or Board of Supervisors;
- c) Voting/Election ballots;
- d) Proxy form (if any);
- e) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than five (05) business days prior to the scheduled date of the meeting. The proposal must clearly state the name of the shareholder, the quantity and types of shares held, contact address, nationality, ID card number, citizen identification number, passport number or other lawful personal identification documents for individual shareholders; name, enterprise code or establishment decision number, and registered head office address for institutional shareholders; the quantity and types of shares held; and the specific matters proposed to be included in the meeting agenda.

5. If the convener refuses the proposal as mentioned in Clause 4 of this Article, a written response stating the reason must be provided at least two (02) business days prior to the meeting. The convener may reject the proposal in the following cases:

- a) The proposal was not submitted in accordance with Clause 4 of this Article;

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b) At the time of proposal, the shareholder(s) did not meet the 5% ownership threshold as specified in Clause 2, Article 12;

c) The proposed matter is not within the authority of the General Meeting of Shareholders;

d) The proposal's content or information is inconsistent with the most recent shareholder information held by the Company;

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

6. The convener must include the accepted proposals from Clause 4 in the expected meeting agenda, except for those rejected under Clause 5. The proposed items shall be officially included in the agenda if approved by the General Meeting of Shareholders.

7. The convener shall appoint one or more persons to verify shareholder eligibility and assist with conducting the meeting.

Article 18. Conditions for Convening the General Meeting of Shareholders

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

2. If the first meeting fails to meet the quorum specified in Clause 1 of this Article, a second invitation shall be sent within 30 days from the date of the initially scheduled meeting. The second General Meeting of Shareholders may proceed when shareholders attending the meeting represent at least 33% of the total voting shares.

3. If the second meeting also fails to meet the required quorum, a third invitation must be sent within 30 days from the date of the second meeting. The third General Meeting of Shareholders may proceed regardless of the number of voting shares represented.

4. At the request of the Chairperson of the meeting, the General Meeting of Shareholders may decide to amend the meeting agenda attached to the invitation notice as prescribed in Article 142 of the Law on Enterprises.

Article 19. Meeting Procedures and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must complete shareholder registration procedures and continue registration until all eligible shareholders present have completed the process, as follows:

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a) During registration, each shareholder or authorized representative with voting rights shall be issued a voting card/ballot indicating registration number, full name of the shareholder, authorized representative (if any), and number of votes. The General Meeting shall discuss and vote on each item on the agenda. Voting shall be conducted by indicating agreement, disagreement, or no opinion. The ballot counting result shall be announced by the Chairperson or the Vote Counting Committee before the meeting is adjourned. The Meeting shall elect the vote counting or vote supervising members as proposed by the Chairperson. The number of vote counters shall be decided by the Meeting based on the Chairperson's proposal;

b) Shareholders or their authorized representatives arriving after the meeting has started may still register and participate in the meeting, including voting and electing, from the time of registration. The Chairperson is not obligated to pause the meeting for late arrivals, and prior resolutions shall remain valid.

2. The procedures for electing the Chairperson, Secretary, and Vote Counting Committee are as follows:

a) The Chairperson of the Board of Directors shall chair the meeting or may authorize another Board member to do so. If the Chairperson is absent or temporarily unable to perform duties, the remaining Board members shall elect a Chairperson among them by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall organize the Meeting to elect a Chairperson from the attendees; the nominee with the most votes shall act as Chairperson;

b) In other cases, the person signing the meeting invitation shall organize the Meeting to elect a Chairperson among attendees; the nominee with the most votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons to act as Secretary of the Meeting;

d) The General Meeting shall elect one or more persons to the Vote Counting Committee based on the Chairperson's proposal.

3. The meeting agenda must be approved at the opening session, specifying time allocated for each item.

4. The Chairperson shall take necessary and reasonable measures to maintain order and ensure the meeting follows the approved agenda and reflects the will of the majority of attendees:

a) Arranging seating at the meeting venue;

b) Ensuring safety for all attendees;

c) Facilitating participation of shareholders. The meeting convener may alter these measures or adopt other necessary measures, such as issuing admission cards or implementing alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The voting is conducted by agreeing, disagreeing, or abstaining. The results of the vote will be announced by the Chairman immediately before the meeting is adjourned.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of the issues that have already been voted on remains unchanged.

7. The meeting convener or Chairperson has the following rights:

a) To require attendees to undergo security checks or comply with other lawful and reasonable security measures;

b) To request competent authorities to maintain order and remove disruptive individuals who defy the Chairperson's authority or impede the meeting.

8. The Chairperson may postpone the Meeting for no more than three (03) business days and only in the following cases:

a) The venue cannot accommodate all attendees;

b) Communication equipment is inadequate for participation, discussion, and voting;

c) Attendees are disruptive or create risks to a fair and legal meeting.

9. If the Chairperson unlawfully postpones or suspends the Meeting, the General Meeting shall elect a new Chairperson from among attendees to proceed. All resolutions passed during this session shall remain valid.

10. If the Company holds the Meeting using modern technology (e.g., online meeting), it must ensure that shareholders may participate and vote via electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

Article 20. Conditions for the resolution of the General Meeting of Shareholders to be approved

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

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and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) The type of shares and total number of each type of shares;
- b) Change in business lines, sectors, and areas of operation;
- c) Change in the organizational and management structure of the Company;
- d) Investment project or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- e) Reorganization or dissolution of the Company;

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

3. Voting for members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares they hold multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders have the right to allocate all or part of their total votes to one or several candidates. The successful candidates for the Board of Directors or Supervisors shall be determined in descending order of vote counts, starting from the candidate with the highest number of votes until the required number of members stipulated in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the last remaining seat on the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among those candidates by cumulative voting.

4. Resolutions of the General Meeting of Shareholders approved by 100% of the total number of voting shares shall be considered lawful and effective even if the procedures for convening and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

5. A shareholder shall be considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online meeting, electronic voting or other electronic forms;

- d) Sending the voting ballot to the meeting by mail, fax, or email;
- d) Sending the voting ballot via other methods as stipulated in the Company's Charter.

Article 21. Resolutions and Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following key contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, including an appendix of the list of registered shareholders and shareholder representatives attending the meeting with corresponding shares and voting rights;
- g) Total number of votes for each voting matter, clearly stating the voting method, total number of valid and invalid votes, votes in favor, votes against, and abstentions; the corresponding ratio of each to the total number of votes of shareholders attending the meeting;
- h) Voting results for each candidate (if applicable);
- i) Matters passed and the percentage of votes in favor for each;
- j) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contain all contents as required under this clause. The minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting. The chairperson, the secretary, or any person signing the minutes must be jointly responsible for the truthfulness and accuracy of its contents.

3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. The resolutions, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, proxies, all documents attached to the minutes (if any), and related materials included with the meeting invitation must be archived at the Company's head office.

The resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with regulations on information disclosure on the securities market.

Article 22. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders

The authority and procedure for obtaining shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders are as follows:

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders on the following matters:

- a) Amendments and supplements to the Company's Charter;
- b) Approval, supplement, or adjustment of internal regulations on corporate governance, the Board of Directors' operational regulations, and the Supervisory Board's operational regulations;
- c) Strategic direction for the development of the Company;
- d) Types of shares and the total number of shares of each type;
- e) Election, dismissal, or removal of members of the Board of Directors and Supervisory Board;
- f) Decisions on investments or sales of assets valued at 35% or more of the total asset value stated in the most recent financial statements of the Company;
- g) Approval of annual financial statements;
- h) Reorganization or dissolution of the Company;
- i) Change of industry, business sector, and activities;
- j) Changes to the organizational structure of the Company;