

k) Other matters that the Board of Directors considers necessary for the benefit of the Company.

2. The Board of Directors must prepare the opinion poll, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the opinion poll. The request and method for sending the opinion poll and accompanying documents shall be implemented in accordance with the provisions of Article 18, Clause 3 of the Company's Charter.

3. The opinion poll must include the following key contents:

- a) Name, address of the head office, business registration number;
- b) Purpose of the opinion poll;
- c) Name, address, nationality, legal document number of individuals for shareholders who are individuals; name, business registration number or legal document number of the organization, head office address for shareholders who are organizations or name, address, nationality, legal document number of the individual representative of a shareholder organization; the number of shares of each type and the number of votes of the shareholder;
- d) Matters requiring approval for a decision;
- e) Voting options, including approval, disapproval, and no opinion on each issue being voted on;
- f) Voting method (if applicable);
- g) The deadline for returning the completed opinion poll to the Company;
- h) The name, signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion polls to the Company via mail, fax, or email according to the registered contact information with the Vietnam Securities Depository and Clearing Corporation as follows:

a) In the case of sending by mail, the completed opinion poll must be signed by the individual shareholder, the authorized representative, or the legal representative of the shareholder organization. The opinion poll must be placed in a sealed envelope and may not be opened before the vote count;

b) In the case of sending by fax or email, the opinion poll must remain confidential until the vote count;

c) Any opinion polls submitted after the specified deadline in the opinion poll or opened in the case of sending by mail or revealed in the case of sending by fax or email will be invalid. Any opinion poll not submitted will be considered as a non-participation vote.

5. The Board of Directors will count the votes and prepare a vote count report in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote count report must include the following key contents:

- a) Name, address of the head office, business registration number;
- b) Purpose and matters requiring approval for the resolution;
- c) The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes and the method of submitting the votes, accompanied by a list of shareholders participating in the vote;
- d) The total number of votes in favor, against, and abstaining for each issue, and the total votes for each candidate (if applicable);
- e) The issue that has been approved and the corresponding voting percentage;
- f) The name, signature of the Chairman of the Board of Directors, vote counters, and the supervisor.

The members of the Board of Directors, vote counters, and supervisors are jointly responsible for the truthfulness and accuracy of the vote count report and for any damages arising from decisions made due to inaccurate or dishonest vote counting.

6. The vote count report and the approved resolution must be sent to shareholders within fifteen (15) days from the date of the vote count completion. The vote count report and resolution may be posted on the Company's website within 24 hours from the vote count completion.

7. The completed opinion polls, vote count report, the approved resolution, and any related documents must be kept at the Company's headquarters.

8. The resolution approved through written shareholders' opinions will be valid if more than 50% of the total votes of all shareholders entitled to vote are in favor and have the same legal effect as a resolution passed at the General Meeting of Shareholders.

Article 23. Request for Annulment of a Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results from the solicitation of shareholders' opinions, the shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and issuing the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain valid and enforceable until the annulment decision of the Court or Arbitration takes legal effect, unless a temporary emergency measure is applied under the decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 24. Nomination and Election of Members of the Board of Directors

1. In the case of determined candidates for the Board of Directors, the Company must disclose information about the candidates at least ten (10) days before the General Meeting of Shareholders on the Company's website, so that shareholders can review the candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the accuracy and integrity of the disclosed personal information and pledge to perform their duties diligently, prudently, and in the best interest of the Company if elected as members of the Board of Directors. The disclosed information about candidates for the Board of Directors includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including positions as Board members of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information required by law (if any).

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The Company is responsible for disclosing information about other companies where the candidate holds a Board member position, other managerial positions, and any related interests (if any).

2. Shareholders or groups of shareholders holding at least 10% of the total common shares have the right to nominate candidates for the Board of Directors as stipulated by the Enterprise Law and the Company's Charter. Shareholders holding common shares may combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding 10% to 20% of the total voting shares can nominate one (1) candidate; holding over 20% to 30%, up to two (2) candidates; holding over 30% to 40%, up to three (3) candidates; holding over 40% to 50%, up to four (4) candidates; and holding over 50%, up to five (5) or more candidates. The procedures for nominating candidates for the Board of Directors are detailed in the Company's internal governance regulations.

3. If the number of candidates for the Board of Directors through nominations and elections is insufficient according to Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors must nominate additional candidates to ensure the required number. This additional nomination must be clearly announced before the General Meeting of Shareholders votes to elect the Board members as required by law.

4. Board members must meet the following standards and conditions:

- a) They are not among the persons listed in Clause 2, Article 17 of the Enterprise Law;
- b) They possess professional qualifications and experience in business management or in the Company's business field and do not necessarily have to be shareholders of the Company;
- c) Board members may also be members of the board of other companies but may only serve on the boards of a maximum of five (5) other companies;
- d) They must not be related to the CEO or other managers of the Company or the parent company.

5. Independent members of the Board of Directors must meet the following standards and conditions:

- a) They must not currently work for the Company, the parent company, or any subsidiaries of the Company, nor have worked for the Company, the parent company, or any subsidiaries of the Company for at least three (3) consecutive years;
- b) They must not receive salary or compensation from the Company, except for allowances as regulated for Board members;

c) They must not have a spouse, biological or adoptive parents, children, or siblings who are major shareholders of the Company or managers of the Company or its subsidiaries;

d) They must not directly or indirectly own at least 1% of the total voting shares of the Company;

e) They must not have served as members of the Board of Directors or the Supervisory Board of the Company for at least five (5) consecutive years, except when appointed for two consecutive terms.

6. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the conditions outlined in Clause 2. From the date they no longer meet the required standards, they will automatically cease to be independent members of the Board. The Board of Directors must notify the General Meeting of Shareholders at the next meeting or convene a special General Meeting to elect a replacement independent member within six (6) months of receiving the notification.

Article 25. Composition and Term of the Board of Directors

1. The number of members of the Board of Directors shall range from three (03) to five (05) persons. The term of office of a member of the Board of Directors shall not exceed five (05) years and such members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously terminate their terms, such members shall continue to serve until new members are elected and assume their duties.

2. The composition of the Board of Directors shall be as follows:

The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors. In the case of a listed company, the number of independent members of the Board of Directors must be at least one (01).

3. A member of the Board of Directors shall be dismissed in the following cases:

a) Failing to meet the criteria and conditions prescribed in Article 151 of the Law on Enterprises. In this case, the member must notify the Board of Directors of such non-compliance and shall automatically cease to be a member of the Board of Directors as from the date on which they no longer satisfy the prescribed conditions and standards;

b) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure;

c) Resignation;

d) Other cases as provided in the Company's Charter.

4. A member of the Board of Directors may be removed from office by a resolution of the General Meeting of Shareholders.

5. The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one-third of the number specified in the Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors falls below the required ratio.

In other cases, the General Meeting of Shareholders shall elect new members to replace the dismissed or removed members at the nearest meeting.

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

7. Members of the Board of Directors may or may not be shareholders of the Company.

Article 26. Powers and Responsibilities of the Board of Directors

1. The Board of Directors is the governing body of the Company, with full authority to act on behalf of the Company to decide, implement the rights, and fulfill the obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The powers and responsibilities of the Board of Directors are defined by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:

a) Decide the strategy, medium-term development plans, and annual business plans of the Company;

b) Propose the types of shares and the total number of shares to be issued for each type;

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- c) Decide to sell unissued shares within the scope of shares the Company is authorized to sell for each type; decide on raising additional capital through other means;
- d) Decide the sale price of the Company's shares and bonds;
- e) Decide on the repurchase of shares as stipulated in Clause 1 and Clause 2 of Article 133 of the Enterprise Law;
- f) Decide on investments and the sale of assets valued at less than 35% of the total value of assets recorded in the Company's latest financial statements;
- g) Decide on market development strategy, marketing, and technology;
- h) Approve contracts for buying, selling, lending, borrowing, and other contracts or transactions with values from 5% of the total asset value recorded in the most recent annual financial statements of the Company, and contracts or transactions as specified in Clause 2 of Article 167 of the Enterprise Law, excluding those transactions that fall under the General Meeting of Shareholders' authority according to point d, Clause 2 of Article 138, and Clause 1 and Clause 3 of Article 167 of the Enterprise Law;
- i) Elect, dismiss, or remove the Chairman of the Board; appoint, dismiss, sign contracts with, and terminate contracts for the CEO, Deputy CEOs, and Chief Accountant; decide on the salaries, allowances, bonuses, and other benefits for these managers upon the Chairman's recommendation; appoint authorized representatives to attend the Board of Members or General Shareholders' Meeting in other companies, and decide on their remuneration and benefits; approve the appointments, sign labor contracts, and terminate labor contracts for Directors, Deputy Directors, and Heads of Departments;
- j) Supervise and direct the CEO and other managers in the daily business operations of the Company;
- k) Decide the organizational structure, internal management regulations of the Company, and establish subsidiaries, branches, representative offices, and decisions on capital contributions or share purchases in other enterprises;
- l) Approve the program and related documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or take votes for resolutions by the General Meeting of Shareholders;
- m) Present the audited annual financial statements to the General Meeting of Shareholders;

n) Propose the dividend rate to be paid; decide on the timing and procedure for dividend distribution or how to address losses incurred in the business process;

o) Propose the restructuring or dissolution of the Company; request the Company's bankruptcy;

p) Decide on the promulgation of the Board of Directors' operating regulations, internal governance regulations after being approved by the General Meeting of Shareholders; the Company's information disclosure regulations;

q) Request the CEO, Deputy CEOs, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide timely, full, and accurate information and documents as required by Board members. The procedure for requesting and providing information is specifically stipulated in the Company's internal governance regulations;

r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal provisions, and the Company's Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several provisions of the Securities Law.

Article 27. Board of Directors' Remuneration, Bonus, and Other Benefits

1. The Company has the right to pay remuneration and bonuses to the members of the Board of Directors based on the business performance and results.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration is calculated based on the number of working days required to complete the member's duties and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on mutual agreement. The total remuneration and bonus of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration for each member of the Board of Directors is accounted for as part of the business expenses of the Company in accordance with the tax laws and is shown as a separate item in the Company's annual financial statements, to be reported to the General Meeting of Shareholders during the annual meeting.

4. Members of the Board of Directors holding executive positions or working in sub-committees of the Board, or performing tasks outside the normal duties of a Board member, may be paid additional compensation in the form of a flat fee, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for travel, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including expenses related to attending General Shareholders' Meetings, Board meetings, or sub-committee meetings.

6. Members of the Board of Directors may be provided with liability insurance by the Company, upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of law or the Company's Charter.

Article 28. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors cannot concurrently hold the position of CEO.

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

- a) Establish the program and operational plan for the Board of Directors;
- b) Prepare the program, agenda, and materials for the meeting; convene, preside, and chair the Board of Directors' meeting;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of the resolutions and decisions of the Board of Directors;
- e) Chair the General Shareholders' Meeting;
- f) Other rights and duties as prescribed by the Enterprise Law.

4. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board must elect a replacement within ten (10) days from the date of resignation or dismissal notice.

5. If the Chairman of the Board is absent or unable to perform their duties, they must authorize another Board member in writing to exercise the rights and duties of the Chairman. In cases where there is no authorized representative or the Chairman has passed away, gone

missing, is detained, serving a prison sentence, undergoing compulsory rehabilitation, or restricted by court order, the remaining members shall elect a new Chairman from among themselves by a majority vote until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board is elected at the first meeting of the Board within seven (7) working days from the conclusion of the Board's election. This meeting is convened and chaired by the member with the highest votes or highest vote percentage. If there is a tie, the members will vote by majority to elect one member to convene the meeting.

2. The Board must meet at least once per quarter but may meet more frequently if needed.

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

- a) At the request of the Board of Supervisors;
- b) At the request of the CEO or at least five (05) other managers;
- c) At the request of at least two members of the Board of Directors;
- d) In other cases when deemed necessary.

4. The requests mentioned in Clause 3 must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the Board's authority.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as stipulated in Clause 3 of this Article. In the event of failure to convene the meeting as requested, the Chairman of the Board of Directors shall be liable for any damages caused to the Company; the requesting person shall have the right to convene the meeting in place of the Chairman, and the convening procedure shall be the same as that applied when the Chairman convenes the meeting upon request.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation to the meeting no later than three (03) working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the form of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

The notice of invitation to the meeting of the Board of Directors may be sent in writing, by telephone, fax, electronic means, and must ensure delivery to the contact address of each member of the Board of Directors as registered with the Company.

The meeting of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

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

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. The meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. In the event that the meeting convened in accordance with this Article does not have a sufficient number of members attending as prescribed, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may proceed if more than one half (1/2) of the members of the Board of Directors attend.

9. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by collecting written opinions. Each member of the Board of Directors shall have one vote. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote on their behalf in accordance with Clause 11 of this Article;
- c) Attending and voting via online conferencing, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means in accordance with applicable laws (if any).

10. In case the voting papers are sent to the meeting via mail, the voting papers must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the meeting commences. The voting papers can only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize another Board member or another person to attend the meeting and vote, provided this is approved by the majority of the Board members.

12. Resolutions and decisions of the Board of Directors are passed if more than half of the members attending the meeting vote in favor. In case of a tie, the final decision will be determined by the Chairman of the Board. Note: A Board member is not allowed to vote on transactions that provide benefits to themselves or their related parties, as per the provisions of the Enterprise Law and Article 43 of the Company's Charter.

13. The Board of Directors' meetings can be held via an online conference where all or some of the members are in different locations, provided that each participating member can:

a) Hear each member of the Board speak during the meeting;

b) Speak with all other attending members simultaneously. The discussion can take place directly by phone or through other communication methods, or a combination of these methods. Board members participating in such meetings are considered to be "present" at the meeting. The location of the meeting, as per this regulation, is the location where the majority of Board members are present or where the Chairman is located.

14. Decisions made in the online meeting will be valid immediately after the meeting concludes, but they must be confirmed by the signatures in the minutes of all Board members who participated in the meeting.

15. Resolutions through written consent are passed based on the approval of the majority of the Board members entitled to vote. These resolutions have the same effect and validity as those passed at a meeting.

16. The minutes of the Board of Directors meeting will be recorded in Vietnamese and may also be recorded in another language. Both the Vietnamese and foreign language versions have the same legal effect. If there is any discrepancy between the two versions, the content of the Vietnamese version shall prevail. The minutes must be signed by the Chairman and the person recording the minutes unless otherwise required by law.

17. Approval of resolutions or decisions by the Board of Directors via online meetings:

a) The meeting where resolutions or decisions are passed via online conference is a regular or extraordinary Board meeting held in an online format, as decided by the Chairman, using electronic means to transmit audio and visual content through the internet. This allows Board members in various locations to attend, observe the meeting, discuss, and vote on issues;

b) Resolutions and decisions passed at the online meeting will have the same effect as those passed in a physical meeting;

c) The procedure for organizing and holding the Board of Directors' meetings via online conference will follow the regulations in the Company's internal governance and Board of Directors' operational rules.

18. Approval of resolutions or decisions by the Board of Directors through written consent:

a) The Chairman of the Board has the right to decide to collect written consent from Board members when deemed necessary for the Company's benefit;

b) Resolutions or decisions of the Board of Directors passed via written consent have the same effect and validity as those passed in a meeting;

c) The procedure for obtaining written consent for resolutions or decisions will follow the rules outlined in the Company's internal governance regulations and the Board of Directors' operational rules.

Article 30. Committees under the Board of Directors

1. When deemed necessary, the Board of Directors may establish subcommittees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors, with a minimum of two (02) members, including members of the Board and external members. Non-executive members of the Board should constitute the majority of the subcommittee, and one of these members shall be appointed as Head of the subcommittee by the decision of the Board of Directors. The subcommittee shall operate in compliance with the regulations of the Board of Directors. Resolutions of the subcommittee shall be valid only if adopted by the majority of attending and voting members at the subcommittee meeting.

2. The implementation of decisions by the Board of Directors or its subcommittees must comply with current laws, the Company's Charter, and the internal regulations on corporate governance.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to assist in corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance may not concurrently work for the approved audit firm currently auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

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

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

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;

f) Provide financial information, copies of meeting minutes of the Board of Directors, and other relevant information to members of the Board of Directors and the Board of Supervisors;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Act as a liaison with stakeholders;

i) Maintain confidentiality of information in accordance with the law and the Company's Charter;

j) Perform other rights and obligations as stipulated by law and this Charter.

VIII. GENERAL DIRECTOR; OTHER EXECUTIVES AND THE COMPANY SECRETARY

Article 32. Organizational structure of management

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and under the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 33. Executives of the Company

1. The executives of the Company include the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors, and the Directors and Heads of Departments approved by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other business executives, including Directors and Heads of Departments, in a quantity and with qualifications consistent with the Company's organizational structure and management regulations prescribed by the Board of Directors.

3. The salary and bonus of the General Director, Deputy General Directors, and Chief Accountant shall be determined by the Board of Directors.

4. The salaries of Company executives shall be recorded as operating expenses in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, rights and obligations of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another individual to serve as General Director.

2. The General Director shall manage the Company's daily business operations; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed five (05) years and may be reappointed with no limit on the number of terms. The General Director must meet the following criteria and conditions:

a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Must not be a family member of a manager, supervisor of the company or parent company; or a representative of the State capital or enterprise capital at the company and parent company;

c) Possess professional qualifications and experience in the business management of the company;

d) Meet other criteria and conditions as prescribed by law.

4. The General Director shall have the following rights and obligations:

- a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors or the Chairman of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;
- c) Organize the implementation of business plans and investment proposals of the Company;
- d) Propose the organizational structure and internal management regulations of the Company;
- e) Recruit, transfer, terminate employment, reward and discipline employees, except for managerial positions under the authority of the Board of Directors or Chairman of the Board of Directors;
- f) Propose the number, titles, and matters such as salary, remuneration, benefits, and other terms of the employment contracts of other executives, for submission to the Board of Directors for approval;
- g) No later than January 31 each year, the General Director shall prepare and submit to the Board of Directors for approval issues related to recruitment, dismissal, salary, social insurance, welfare, rewards, and discipline for employees and other executives of the Company for that fiscal year;
- h) On January 31 each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the fiscal year based on the corresponding budget and financial plan;
- i) Propose a plan for dividend distribution or loss handling in business operations;
- j) Be responsible to the Board of Directors and the General Meeting of Shareholders for the implementation of assigned duties and powers, and must report to these bodies upon request;
- k) Other rights and obligations as prescribed by law, this Charter, the Company's internal corporate governance regulations, and the resolutions or decisions of the Board of Directors, the decisions of the Chairman of the Board of Directors, and the employment contract with the Company.

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5. The General Director may authorize (delegate) Deputy General Directors or other persons to act on his/her behalf within a defined scope and time period to handle certain Company matters; however, the General Director shall remain fully responsible to the Board of Directors and the law for such delegation. Persons authorized or delegated by the General Director shall be responsible to the General Director and the law for performing the authorized tasks during the authorized period and may not sub-delegate to others.

6. The Board of Directors may dismiss or remove the General Director when a majority of attending voting members of the Board of Directors approve (excluding the General Director's own vote, if applicable) and appoint a new General Director as a replacement..

Article 35. Company Secretary

Where deemed necessary, the Board of Directors shall appoint one (01) or more persons as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that such removal does not contravene the prevailing labor regulations. The Company Secretary shall have the following rights and obligations:

- a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; take minutes of meetings;
- b) Support members of the Board of Directors in the performance of their assigned rights and obligations;
- c) Assist the Board of Directors in the application and implementation of corporate governance principles;
- d) Assist the Company in establishing shareholder relations and protecting the lawful rights and interests of shareholders; ensure compliance with information disclosure obligations and administrative procedures;
- e) Other rights and obligations as provided for in this Charter and the Company's internal regulations.

IX. THE BOARD OF SUPERVISORS

Article 36. Nomination and candidacy for members of the Board of Supervisors

1. The nomination and candidacy for members of the Board of Supervisors shall be carried out in accordance with Clause 1, Article 25 of this Charter. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate up

to one (01) candidate; from 30% to less than 50% may nominate up to two (02) candidates; from 50% or more may nominate up to three (03) candidates.

2. In case the number of nominated and self-nominated candidates for the Board of Supervisors is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors must nominate additional candidates to ensure the required number. The nomination of additional candidates by the incumbent Board of Supervisors must be publicly announced prior to the General Meeting of Shareholders' voting in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The Company shall have three (03) Supervisors. The term of each member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. Where Supervisors have their terms end simultaneously while new Supervisors have not yet been elected, such Supervisors shall continue performing their duties and exercising their powers until replacements are elected and take office.

2. Members of the Board of Supervisors must satisfy the criteria and conditions specified in Article 169 of the Law on Enterprises and must not fall into the following categories:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an independent auditing firm that has audited the Company's financial statements in the past three (03) consecutive years.

3. A member of the Board of Supervisors shall be relieved from duty in the following cases:

a) No longer satisfies the criteria and conditions for membership as prescribed in Clause 2 of this Article. In such cases, the member must notify the Board of Directors and shall automatically cease to hold office from the date on which such conditions are no longer met;

b) Voluntary resignation and acceptance thereof;

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

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

a) Failure to fulfill assigned duties and responsibilities;

b) Failure to perform duties and obligations for six (06) consecutive months, unless due to force majeure;

c) Repeated or serious violations of the duties of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;

d) Other cases as resolved by the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or other majors related to the business operations of the Company.

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

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director, and other executives to provide information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and duties of the Board of Supervisors

In addition to the rights and duties stipulated in Articles 170 and 171 of the Law on Enterprises, the Board of Supervisors shall have the following rights and duties:

1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing firms to audit the Company's financial statements; decide the auditing firm to audit the Company's operations and dismiss the auditor if deemed necessary.

2. Be accountable to shareholders for its supervisory activities.

3. Supervise the Company's financial status and the compliance with the law in the activities of the members of the Board of Directors, the General Director, other executives, and other managers.

4. Ensure coordination with the Board of Directors, the General Director, and shareholders.

5. If discovering any violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take remedial measures.

6. Prepare the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Law on Securities.

8. Have the right to access records and documents of the Company stored at its head office, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers and executives to provide full, accurate, and timely information and documents related to the Company's management and business operations.

10. Other rights and duties as prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must convene at least two (02) meetings per year, with at least two-thirds (2/3) of the members present. The minutes of the meetings must be prepared in detail and clearly. The person taking minutes and the members of the Board of Supervisors attending the meeting must sign the minutes. Meeting minutes of the Board of Supervisors must be retained to determine the responsibilities of each member.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and respond to issues that require clarification.

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

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

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting

of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for meals, accommodation, travel, and independent consulting service fees at a reasonable level. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the provisions of the law on corporate income tax and other relevant regulations and shall be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall be responsible for performing their duties, including duties as members of committees under the Board of Directors, with honesty, prudence, and in the best interests of the Company.

Article 42. Obligation of Integrity and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall disclose relevant interests in accordance with the Law on Enterprises and other relevant regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are required to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other companies in which it holds more than 50% of charter capital and such persons themselves or their related persons as prescribed by law. Where such transactions are subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about the respective resolutions in accordance with the regulations on securities disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and related individuals or organizations shall not be deemed invalid in the following cases:

a) For transactions valued at less than 35% of the total assets recorded in the latest financial statements, if key terms of the contract or transaction and the relationships and interests of the relevant parties were reported to and approved by the Board of Directors by majority vote of the disinterested members;

b) For transactions valued at 35% or more, or where the total value of transactions within 12 months from the first transaction reaches or exceeds 35% of total assets, if key transaction terms and the relevant interests have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by disinterested shareholders;

c) For loan agreements or asset sales transactions valued at more than 10% of total assets recorded in the latest financial statements between the Company and a shareholder holding 51% or more of the voting shares, or such shareholder's related persons, if they have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by disinterested shareholders.

7. The Company shall not provide loans or guarantees to corporate shareholders or to individuals who are related persons of such shareholders, unless permitted by law and approved by the General Meeting of Shareholders.

Article 43. Liability for Damages and Compensation

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

2. The Company shall indemnify any person who is, was, or is at risk of becoming involved in any complaint, lawsuit, or prosecution—civil or administrative (other than cases initiated by or under the authority of the Company)—if such person is or was a member of the Board of Directors, other manager, employee, or authorized representative of the

Company, and was acting in good faith, with diligence, and in the interests of the Company in compliance with the law, and there is no evidence proving that the person breached their obligations.

3. The compensation shall include actual and reasonable costs incurred (including legal fees), judgment costs, fines, and amounts payable arising in the course of resolving such cases within the bounds of the law. The Company may purchase insurance to cover such liabilities.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect books and records, specifically:

a) Ordinary shareholders shall have the right to view, inspect, and extract information on names and contact addresses in the list of shareholders entitled to vote; request corrections of inaccurate information; view, inspect, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to view, inspect, and extract the minute book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In the case that an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a certified true copy thereof.

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

4. The Company shall retain this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements,

accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location of such records.

5. The Charter of the Company shall be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters related to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions for employees and business executives.

2. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters related to the Company's relations with trade union organizations in accordance with best standards, practices, management policies, this Charter, the Company's internal regulations, and prevailing legal provisions.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and method of dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on dividend payments or any other amounts related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in the form of shares, and the Board of Directors shall be the authority executing such decision.

4. In the event that dividends or other monetary payments related to a class of shares are paid in cash, the Company must make such payments in Vietnamese dong. Payments may be made directly or through banks based on the banking account details provided by the shareholders. If the Company has transferred the funds based on accurate banking information provided by the shareholder but the shareholder fails to receive the money, the Company shall not be liable for such transferred amount. Dividend payments for listed shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall issue a resolution or decision to determine a specific record date for finalizing the list of shareholders. Based on this date, individuals registered as shareholders or owners of other

securities shall be entitled to receive dividends in cash or shares, and to receive notices or other materials.

6. Other matters relating to profit distribution shall be implemented in accordance with the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

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

3. The Company may conduct payments and accounting transactions through its Vietnamese dong or foreign currency accounts opened at the banks where it maintains accounts.

Article 48. Fiscal year

The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December of each year. The first fiscal year shall begin on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December of the year in which such Certificate is issued.

Article 49. Accounting Regime

1. The accounting regime applied by the Company shall be the corporate accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the provisions of the Law on Accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The accounting currency used by the Company shall be Vietnamese dong (VND). In cases where the Company primarily conducts economic transactions in a foreign currency, it may elect to use such foreign currency as its accounting currency, shall take full legal responsibility for the selection, and must notify the competent tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

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

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure on the securities market and submit them to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statements must fairly and objectively reflect the operational status of the Company.

3. The Company must prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure on the securities market and submit them to competent state authorities.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year under the terms and conditions agreed with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements may attend the General Meeting of Shareholders, receive notices and other information related to the meeting, and is entitled to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes the seal made at a seal engraving facility or a digital signature in accordance with the provisions of the law on electronic transactions.

2. The Board of Directors shall determine the type, number, form, and contents of the Company's seal, including that of its branches or representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

XVIII. COMPANY DISSOLUTION

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
- c) Other cases as prescribed by law.

2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified or approved by competent authorities (if required) in accordance with applicable regulations.

Article 55. Liquidation

1. After the dissolution decision is issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment before other Company liabilities.

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

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

- a) Liquidation expenses;
- b) Salary debts, severance allowances, social insurance and other benefits of employees under the collective labor agreement and signed labor contracts;

c) Tax liabilities;

d) Other Company debts;

e) The remaining amount after paying the debts listed from (a) to (d) above shall be distributed to shareholders. Preferred shares shall be prioritized in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Resolution of Internal Disputes

1. In the event of disputes or claims related to the Company's operations, rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, Board of Supervisors, General Director, or other executives;

The relevant parties shall endeavor to resolve the dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution process and require each party to present relevant information within 15 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson, either party may request the Head of the Board of Supervisors to appoint an independent expert to act as mediator.

2. If no conciliatory resolution is reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring the dispute to arbitration or court.

3. The parties shall bear their own costs related to negotiation and mediation procedures. Court or arbitration fees shall be settled according to the court's judgment or the arbitral award.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 57. Company Charter

1. Any amendments or supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

Charter of Can Tho Pesticides Joint Stock Company

2. In cases where legal provisions related to the Company's operations are not mentioned in this Charter or where new legal provisions differ from those in this Charter, the legal provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of 21 chapters and 59 articles, and was unanimously adopted by the General Meeting of Shareholders of Can Tho Pesticides Joint Stock Company on April 24th, 2025 at Hue city, and all shareholders approved the full validity of this Charter.

2. The Charter is made in 10 copies of equal legal validity and shall be kept at the Company's head office.

3. This is the sole and official Charter of the Company.

4. Copies or extracts of the Company Charter shall be valid when signed by the Chairman of the Board of Directors or by at least half of the total number of Board members.

Can Tho, *May 05*, 2025

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



Nguyen Van Trung