

THE SOCIALIST REPUBLIC OF VIETNAM
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**REGULATIONS ON OPERATION OF THE BOARD OF
SUPERVISORS**

CAN THO PESTICIDES JOINT STOCK COMPANY

*(Issued pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders
Can Tho Pesticides Joint Stock Company)*

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Chapter I: GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: The Regulations on Operation of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company Charter, and other relevant regulations.

2. Subjects of Application: The Regulations on Operation of the Board of Supervisors apply to the Board of Supervisors and its members.

Article 2. Operating Principles of the Board of Supervisors

The Board of Supervisors operates on the principle of collective leadership. Each BKS member is individually responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

Article 3. Definitions and Terminology

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

a) Charter capital means the total par value of shares that have been sold or registered for subscription at the time of establishment of the Company and as prescribed in Article 6 of the Charter of Can Tho Pesticides Joint Stock Company;

b) Law on Enterprises refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;

c) Law on Securities refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;

d) Executives mean the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors;

e) Managers of the Company include the Chairperson 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;

f) Affiliated persons refer to individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities;

g) Shareholders mean individuals or organizations that own at least one share of the Company;

h) Members of the Board of Supervisors are referred to as Supervisors;

i) Trade secrets and business secrets are information obtained from financial investment and intellectual activities, which have not been disclosed and are capable of being used in

business.

2. In these Regulations, references to one or more provisions or other documents also include any amendments, supplements, or replacement documents.

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

Chapter II: MEMBERS OF THE BOARD OF SUPERVISORS

Article 4. Rights, Obligations, and Responsibilities of BKS Members

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising the assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, prudently, and to the best of their ability to ensure the maximum legitimate interests of the Company.

3. Be loyal to the interests of the Company and its shareholders; do not abuse position, title, and use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter; including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information as requested by members of the Board of Supervisors.

5. In the event of a violation of the provisions in Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the members of the Board of Supervisors must bear individual or joint liability for compensation for such damage. Income and other benefits that members of the Board of Supervisors obtain due to violations must be returned to the Company.

6. In the event that a member of the Board of Supervisors is found to have violated the exercise of rights and performance of obligations, a written notification must be sent to the Board of Supervisors, requesting the violator to cease the violation and remedy the consequences.

Article 5. Term and Number of Members of the Board of Supervisors

1. A member of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other executives of the Company to provide information and documents concerning the financial position and business operations of the Company and of relevant units within the Company, in relation to the assigned duties of such member, provided that the request is approved by the Board of Directors and the requested information does not fall within the scope of the Company's trade secrets. The person receiving the information shall be responsible for maintaining confidentiality and using the information solely for the assigned tasks.

2. Managers of the Company shall be required to provide timely, complete, and accurate information and documents upon request by a member of the Board of Directors. The procedures

for requesting and providing such information shall be specified in the Company's Internal Corporate Governance Regulations.

Article 6. Standards and Conditions for Members of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
- c) Not a family member of a Member of the Board of Directors, the General Director, or another manager;
- d) Not a manager of the Company, not necessarily a shareholder or employee of the Company;
- đ) Not employed in the Company's accounting or finance department;
- e) Not a member or employee of the independent audit firm that audited the Company's financial statements in the three (03) years immediately preceding.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the company's Board of Supervisors must satisfy all conditions as prescribed in Clause 2, Article 169 of the Law on Enterprises.

Article 7. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must have at least a Bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle. Ban kiểm soát phải có hơn một nửa số thành viên thường trú ở Việt Nam.

3. The rights and obligations of the Head of the Board of Supervisors are stipulated in the Company's Charter.

Article 8. Nomination of Members of the Board of Supervisors

1. A shareholder or a group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Supervisors. Specifically, shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate a maximum of one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate a maximum of three (03) candidates. The nomination and self-nomination of candidates to the Board of Supervisors shall be specified in detail under Clause 1, Article 70 of the Company's Internal Corporate Governance Regulations.

2. In the event that the number of candidates nominated and self-nominated for the Board of Supervisors is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors must nominate additional candidates to ensure that the required number is met in accordance with the Company Charter and the Internal Corporate Governance Regulations. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with the law.

Article 9. Procedures for Electing, Dismissing, and Removing Members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors are within the authority of the General Meeting of Shareholders.

2. The vote to elect members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected Supervisor is determined based on the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes. theo nguyên tắc bầu dồn phiếu.

Article 10. Cases of Dismissal and Removal of Members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

a) No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Enterprise Law; Trong trường hợp này, thành viên Ban kiểm soát phải thông báo với Hội đồng quản trị về việc không còn đáp ứng đủ điều kiện theo quy định tại khoản điểm a Khoản 3 Điều này và đương nhiên không còn là thành viên Ban kiểm soát kể từ ngày không đáp ứng đủ các tiêu chuẩn và điều kiện

b) Has a letter of resignation and is approved;

c) Other cases as prescribed by law and the Company's Charter.

3. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

a) Fails to complete assigned tasks and duties;

b) Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeatedly violates or seriously violates the obligations of a member of the Board of

Supervisors as prescribed by the Enterprise Law and the Company's Charter;

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

Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Supervisors

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

a) Full name, date, month, and year of birth;

b) Qualification;

c) Work experience;

d) Other management positions;

dd) Interests related to the Company and its related parties;

e) Other information (if any) as stipulated in the Company Charter;

g) The Company must be responsible for disclosing information about the companies where candidates for the Board of Supervisors hold management positions and their interests related to the Company (if any).

2. Notification of the results of the election, dismissal, or removal of members of the Board of Supervisors shall comply with regulations guiding information disclosure.

Chapter III: BOARD OF SUPERVISORS

Article 12. Rights, Obligations, and Responsibilities of the Board of Supervisors

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and administration of the Company.

2. Inspect the reasonableness, legality, honesty, and prudence in the management and administration of business activities; the systematization, consistency, and appropriateness of accounting, statistics, and financial reporting.

3. Appraise the completeness, legality, and honesty of the Company's annual business performance report and financial statements, the Board of Directors' management performance report, and present the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons subject to the approval of the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions that require approval by the Board of Directors or the General Meeting of

Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.
5. Examine the Company's accounting books, accounting records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
6. At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the inspection completion date, the Board of Supervisors must report on the requested inspection matters to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as stipulated in this Clause shall not impede the normal operation of the Board of Directors or disrupt the Company's business operations.
7. The Board of Supervisors is responsible for receiving requests to inspect books and records from ordinary shareholders as stipulated in Clause 1, Article 45 of the Company Charter, and for carrying out the requests for information provision to the Board of Directors, the General Director, or other managers. The information request process is stipulated in the Internal Regulations on Corporate Governance. The recipient of the information is responsible for maintaining the confidentiality of the information provided and utilizing it for the designated purpose.
8. Recommend to the Board of Directors or the General Meeting of Shareholders measures for amending, supplementing, and improving the Company's management, supervisory, and operational organizational structure.
9. When detecting any member of the Board of Directors or the General Director violating regulations stipulated in Article 165 of the Enterprise Law, the Board of Supervisors must immediately notify the Board of Directors in writing, requiring the violator to cease the violation and implement remedial solutions.
10. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors, and other Company meetings.
11. Utilize independent consultants and the Company's internal audit department to execute assigned tasks.
12. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
13. Examine specific issues related to the Company's management and operations as requested by shareholders.
14. Require the Board of Directors to convene an extraordinary General Meeting of

Shareholders.

15. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days if the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises.

16. Request the Chairman of the Board of Directors to convene a Board of Directors meeting.

17. Review, excerpt, and copy partially or entirely the declared List of Related Persons and Related Interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises. The process for requesting information is stipulated in the internal regulations on Corporate Governance.

18. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to audit the Company's financial statements; and approved auditing organizations to inspect the Company's operations when deemed necessary.

19. Bear responsibility to shareholders for their supervisory activities.

20. Monitor the Company's financial situation and the legal compliance of members of the Board of Directors, the General Director, and other managers in their activities.

21. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.

22. In the event of discovering any violation of law or the Company's Charter by a member of the Board of Directors, the General Director, or another executive of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to rectify the consequences.

23. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

24. Witness the Board of Directors organizing the ballot counting and preparing the ballot counting minutes if requested by the Board of Directors in the case of obtaining shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders.

25. The Head of the Board of Supervisors directs the General Meeting of Shareholders to elect a chairperson for the meeting in the event of the Chairman's absence or temporary inability to work, and the remaining members of the Board of Directors are unable to elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

26. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

Article 13. Right to be provided with information of the Board of Supervisors

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

a) Meeting invitations, ballots for Board of Directors members, and accompanying documents;

b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) General Director's report submitted to the Board of Directors or other documents issued by the Company.

2. The Board of Supervisors shall have the right to access records and documents of the Company maintained at its head office, branches, and other locations; and shall have the right to visit the workplaces of the Company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers and executives shall be responsible for fully, accurately, and promptly providing information and documents related to the management, administration, and business operations of the Company upon request by a member of the Board of Supervisors or the Board of Supervisors.

Article 14. Responsibilities of the Board of Supervisors in convening extraordinary General Meetings of Shareholders

1. The Board of Supervisors is responsible for replacing the Board of Directors to convene a General Meeting of Shareholders within 30 days in case the Board of Directors does not convene a General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;

b) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors, but the Board of Directors does not implement it, unless otherwise stipulated in the Company's Charter.

2. In case the Board of Supervisors does not convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for any arising damages.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV: BOARD OF SUPERVISORS MEETINGS

Article 15. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice (02) a year, with the number of members attending the meeting being at least two-thirds (2/3) of the members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors,

the General Director, and representatives of the approved audit organization to attend and answer matters that need clarification.

Article 16. Minutes of the Board of Supervisors Meeting

The minutes of the Board of Supervisors meeting are prepared in detail and clarity. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

Chapter V: REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual Report Submission

The reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. Report on the Company's business results, on the performance of the Board of Directors, and the General Director to be submitted to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
2. Self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. Summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of supervising the Company's operational and financial status.
5. Evaluation report on transactions between the Company, Company's subsidiaries, other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which members of the Board of Directors are founders or enterprise managers within the last three (03) years prior to the transaction.
6. Monitoring results for the Board of Directors, General Director, and other corporate executives.
7. Evaluation results of the operational coordination between the Supervisory Board and the Board of Directors, General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of audit organizations authorized to audit the Company's Financial Statements; audit organizations authorized to inspect the Company's operations when deemed necessary.

Article 18. Salary and Other Benefits

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members are implemented according to the following regulations:

1. Supervisory Board members are paid salaries, remuneration, bonuses and other benefits

as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.

2. Supervisory Board members are reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total remuneration and expenses do not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions and must be itemized separately in the Company's annual financial statements.

Article 19. Disclosure of Related Interests

1. Members of the Company's Supervisory Board must declare to the Company their related interests, including:

a) Name, enterprise code, address of the head office, business lines of the enterprise they own or hold a capital contribution or shares in; the percentage and time of ownership, holding the capital contribution or those shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons own, jointly own or separately own a capital contribution or shares exceeding 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

3. Supervisory Board members and related persons of the Supervisory Board members may only use information obtained by virtue of their position to serve the interests of the Company.

4. Supervisory Board members are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with Supervisory Board members or with related persons of Supervisory Board members in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.

5. Members of the Supervisory Board and their related persons may not use or disclose to others inside information to carry out related transactions.

Chapter VI

RELATIONSHIP OF THE SUPERVISORY BOARD

Article 20. Relationships Between Members of the Board of Supervisors

Members of the Board of Supervisors maintain independent relationships, without dependence on each other, but collaborate and cooperate in shared tasks to ensure effective execution of the responsibilities, rights, and duties of the Board of Supervisors in accordance with legal regulations and the Company Charter. The Head of the Board of Supervisors coordinates the shared work of the Board of Supervisors, yet does not possess the authority to control individual members.

Article 21. Relationship with the Executive Board

The Board of Supervisors maintains an independent relationship with the Company's Executive Board, serving as the entity responsible for overseeing the Executive Board's activities.

Article 22. Relationship with the Board of Directors

The Board of Supervisors maintains an independent relationship with the Company's Board of Directors, serving as the entity responsible for overseeing the Board of Directors' activities.

Chapter VII: IMPLEMENTATION CLAUSES

Article 23. Effectiveness

The Regulations on Operation of the Board of Supervisors of Can Tho Pesticide Joint Stock Company comprise 7 chapters, 23 articles, and are effective from *April 26, 2025*

Can Tho, May 08, 2025

On behalf of the Board of Supervisors

Head of the Board

(Sign, full name and seal)



Nguyễn Văn Hải