

**CANTHO PESTICIDES  
JOINT STOCK COMPANY**

No.: 24.../CBTT.CPC2025

*Re: Disclosure of the  
Resolution of the Board of  
Directors on the Operational  
Regulations of the Board of  
Directors*

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom – Happiness**

Can Tho, May 15... 2025

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To: Hanoi Stock Exchange**

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

2. Disclosed information:

On 15 May 2025, the Board of Directors of Can Tho Pesticides Joint Stock Company issued a resolution on the Operational Regulations of the Board of Directors of the Company.

3. This information was disclosed on the company's website on May 15..., 2025, at: <http://www.tstcantho.com.vn> .

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

**\* Attached documents:**

- Resolution of the Board of Directors
- Operational Regulations of the Board of Directors

**Authorized representative of the  
organization**  
**GENERAL DIRECTOR**



*Nguyễn Văn Trung*



CANTHO PESTICIDES JOINT  
STOCK COMPANY  
No.: 31/E / 2025.NQ.HĐQT.CPC

SOCIALIST REPUBLIC OF VIET NAM  
Independence – Freedom – Happiness

*“Re: Issuance of the Operational  
Regulations of the Board of  
Directors”*

Can Tho, May 04. 2025

## RESOLUTION OF THE BOARD OF DIRECTORS

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

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

### RESOLUTION

**ARTICLE 1:** To issue the Operational Regulations of the Board of Directors of CPC.

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

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

Recipients:

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

ON BEHALF OF THE BOARD OF  
DIRECTORS



*Võ Việt Khanh*



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

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## **REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS**

### **CAN THO PESTICIDES JOINT STOCK COMPANY**

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

*Can Tho, May 08, 2025*



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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 Directors stipulate the organizational structure of personnel, operating principles, rights, and obligations of the Board of Directors and Board of Directors' members to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, the Internal Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of Application: These Regulations apply to the Board of Directors, Board of Directors' members, and related subjects mentioned herein.

### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective leadership. Board of Directors' members are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the Company's development.

2. The Board of Directors assigns the General Director the responsibility to organize the implementation of the resolutions and decisions of the Board of Directors.

### **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 sold or registered for subscription upon the establishment of the Company and in accordance with Article 6 of the Charter of Can Tho Pesticides Joint Stock Company;

b) The 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, together with its amending and supplementing documents;

c) The 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, together with its amending and supplementing documents;

d) 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;

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



- f) Shareholders are individuals or organizations owning at least one share of the Company;
- g) Members of the Board of Supervisors refer to Supervisors;
- h) Non-executive members of the Board of Directors are those who do not concurrently hold the positions of General Director, Deputy General Director, or Chief Accountant of the Company.
- j) Trade secrets and business secrets are information obtained through financial and intellectual investment activities, which have not been disclosed and are capable of being used in business.

*2. In this Regulation, any reference to one or more provisions or legal documents shall include all amendments, supplements, or replacements thereof..*

3. Section titles (Sections and Articles of these Regulations) are for ease of understanding and do not affect the content herein.

## **Chapter II: MEMBER OF THE BOARD OF DIRECTORS**

### **Article 4. Rights and Obligations of a Member of the Board of Directors**

1. Members of the Board of Directors possess all rights and responsibilities stipulated by the Law on Enterprises, the Law on Securities, relevant legislation, and the Company Charter, including the right to access information and documentation regarding the Company's and its units' financial status and business operations.
2. Members of the Board of Directors are obligated to adhere to the Law on Enterprises, the Company Charter, and the following obligations:
  - a) Discharge their duties with integrity and diligence, prioritizing the best interests of the shareholders and the Company;
  - b) Attend all Board of Directors meetings and contribute to discussions on matters presented;
  - c) Diligently and comprehensively report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d) Report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, other companies controlled by the Company with more than 50% of charter capital, with Members of the Board of Directors or their related parties; transactions between the Company and companies where the Member of the Board of Directors was a founder or manager within the past three (03) years;
  - e) Publicly disclose information when conducting Company stock transactions as required by law.



**Article 5. Information Access Rights of Members of the Board of Directors**

1. Members of the Board of Directors, upon approval from the Board, may request information and materials from the General Director, Deputy General Directors, and other company executives regarding the financial status and business activities of the Company and its units relevant to the performance of their assigned duties, provided such information is not classified as confidential business information. Recipients of the information are responsible for its confidentiality and must use it solely for its intended purpose.
2. Company managers are required to promptly provide complete and accurate information and documents upon request from Members of the Board of Directors. Specific procedures for requesting and supplying information are detailed in the internal Company Governance Regulations.

**Article 6. Number, Term, and Composition of Members of the Board of Directors**

1. The Board of Directors shall consist of three (03) to five (05) members.
2. The term of a Member of the Board of Directors shall not exceed five (05) years, and members are eligible for re-election for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for a maximum of two (02) consecutive terms.
3. In cases where all Members of the Board of Directors reach the end of their term concurrently, those members shall continue to serve until newly elected members are appointed and assume their responsibilities.
4. Structure of the Board of Directors:

The structure of the company's Board of Directors must ensure that at least 1/3 of its members are non-executive members. The company limits the maximum number of Board members who hold concurrent executive positions within the company to maintain the Board's independence.

The number of independent Members of the Board of Directors must ensure a minimum of 01 independent member.

**Article 7. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
  - b) Possess professional qualifications and experience in business administration or in the Company's business field, sector, or profession, and not necessarily be a shareholder of the Company;



c) A Member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company and may only concurrently serve as a member of the Board of Directors at a maximum of five (05) other companies;

d) Members of the Board of Directors must not be family members of the General Director and other managers of the company; or of the manager or the person authorized to appoint the manager of the parent company.

2. Independent Members of the Board of Directors must meet the following standards and conditions:

a) Not currently working for the Company, its parent company, or its subsidiaries; not having worked for the Company, its parent company, or its subsidiaries for at least the previous 03 consecutive years;

b) Not receiving a salary or remuneration from the company, except for allowances that Members of the Board of Directors are entitled to according to regulations;

c) Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or is a manager of the Company or its subsidiary;

d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;

e) Not having previously served as a Member of the Board of Directors or the Board of Supervisors of the Company for at least the previous 05 consecutive years, except in cases of continuous appointment for 02 terms.

3. Independent Members of the Board of Directors must notify the Board of Directors when they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent Member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case of an independent Member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Members of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent Member of the Board of Directors.

#### **Article 8. Chairman of the Board of Directors**

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



2. The Chairman of the Board of Directors of the Company must not concurrently hold the position of General Director.

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

- a) Establish the Board of Directors' operational programs and plans;
- b) Prepare programs, content, and documents for meetings; convene, preside over, and chair Board of Directors meetings;
- c) Organize the approval of Resolutions/Decisions of the Board of Directors;
- d) Supervise the implementation of Resolutions/Decisions of the Board of Directors;
- e) Preside over the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

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

5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another Member of the Board of Directors, to exercise the rights and fulfill the obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In cases where there is no authorized person or the Chairman of the Board of Directors passes away, is missing, is in custody, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation facility, a compulsory education facility, has absconded from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition, self-control, or is prohibited by the Court from holding the position, practicing their profession or engaging in certain jobs, the remaining members will elect one person among themselves to serve as the Chairman of the Board of Directors according to the principle of a majority of remaining members' approval until a new decision of the Board of Directors is reached.

6. When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when needed, provided that such dismissal is not contrary to the prevailing labor regulations. The Company Secretary has the following rights and obligations:

- a) Provide support in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;



- b) Support the Member of the Board of Directors in performing their assigned rights and duties;
- c) Assist the Board of Directors in applying and implementing the corporate governance principles;
- d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with information provision and disclosure obligations, and administrative procedures;
- đ) Other rights and obligations as stipulated in the Company Charter and Internal Regulations on Corporate Governance.

#### **Article 9. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss Members of the Board of Directors in the following cases:

- a) No longer meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises. In this case, the Member of the Board of Directors must inform the Board of Directors of no longer fulfilling the conditions as specified in Clause a, Section 3 of this Article and shall cease to be a Member of the Board of Directors automatically from the date of not meeting these standards and conditions;
- c) Submitting a resignation letter and receiving approval;
- d) Other cases as specified in the Law on Enterprises and the Company Charter.

2. In case a Member of the Board of Directors submits a resignation letter, the following procedures for acceptance will apply:

a) To announce resignation, the resigning Member of the Board of Directors must submit a Resignation Letter to the Board of Directors, including the following essential contents:

- Position being resigned;
- Reasons for resignation;
- Effective date (specifying the commencing date);
- Signature and full name (handwritten) of the Board of Directors member.

b) The process for handling resignation letters from members of the Board of Directors, as stipulated in point a of this clause, is as follows:

- The company announces unusual information within 24 hours of receiving the resignation letter.



- The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation to the Board of Directors members within 07 (seven) working days from the date the Company receives the resignation letter and no later than three (03) working days before the meeting date.
  - The Board of Directors meeting must be held no later than 10 (ten) working days from the date the Company receives the resignation letter.
    - + In the event that the Board of Directors approves the acceptance of the resignation letter, the resigning Board of Directors member shall continue to exercise their rights and obligations until the General Meeting of Shareholders approves the decision to dismiss the Board of Directors member.
    - + In the event that the Board of Directors does not approve the acceptance of the resignation letter, the resigning Board of Directors member shall continue to exercise their rights and obligations until the General Meeting of Shareholders approves the decision to dismiss the Board of Directors member. The Board of Directors must issue a written notice clearly stating the reasons for refusing to accept the resignation letter to the resigning Board of Directors member no later than 02 (two) working days after the date of the decision.
  - The Resolution of the Board of Directors on accepting the resignation letter must be announced as unusual information within 24 hours of the decision.
3. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:
- a) Does not participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b) Other cases stipulated by the Enterprise Law and the Company's Charter.
4. When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; dismiss a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 3 of this Article.
6. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a) The number of Board of Directors members is reduced by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 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 decreases, not ensuring the prescribed ratio.

c) Except for the cases specified in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace the dismissed Board of Directors members at the nearest meeting.

**Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors.**

1. A shareholder or a group of shareholders owning at least 10% of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. The nomination of individuals to the Board of Directors is carried out as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to 20% of the total voting shares has the right to nominate one (01) candidate; from over 20% to 30% may nominate a maximum of two (02) candidates; from over 30% to 40% may nominate a maximum of three (03) candidates; from over 40% to 50% may nominate a maximum of four (04) candidates; from over 50% may nominate a maximum of five (05) candidates or more. The nomination and candidacy for membership of the Board of Directors are detailed in Clause 1, Article 44 of the Internal Regulations on Corporate Governance.

b) Based on the number of Board of Directors members stipulated in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of these Regulations, the shareholder or group of shareholders specified in Point a, Clause 1 of this Article has the right to nominate one or several individuals, as decided by the General Meeting of Shareholders, as Board of Directors candidates.

3. In the event that the number of Board of Directors candidates nominated is insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors must nominate additional candidates to ensure the required number. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. The voting to elect Board of Directors members 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 Board members to be elected, and the shareholder has the right to cast all or part of their total votes for one or several candidates. Successful



candidates for Board membership are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be based on the criteria of the election regulations or the Company Charter.

7. The dismissal or removal of a member of the Board of Directors shall be conducted by the General Meeting of Shareholders through a voting method (approval, disapproval, abstention). The voting percentage for approval using this voting method is stipulated in Clause 2, Article 21 of the Company Charter.

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

1. In cases where Board of Directors candidates have been determined in accordance with the Charter and Internal Regulations on Corporate Governance, the Company must disclose 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 to enable shareholders to learn about these candidates before casting their votes. Board of Directors candidates must provide a written commitment regarding the honesty and accuracy of the published personal information and must pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work experience;
- d) Other management positions (including Board of Directors positions in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (If any) as stipulated in the Company Charter;
- g) The Company must disclose information about the companies in which the candidate is currently holding a position as a member of the Board of Directors, other management positions, and the candidate's interests related to the Company (If any).

2. Notification of the results of the election, dismissal, and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.



### **Chapter III: Board of Directors**

#### **Article 12. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to decide and execute the Company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide the Company's strategy, medium-term development plan, and annual business plan;
- b) Propose the types of shares and the total number of shares offered for sale for each type;
- c) Decide to sell unsold shares within the authorized offering limit of each share type; decide to raise additional capital in other forms;
- d) Decide the selling price of the Company's shares and bonds;
- e) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Enterprise Law;
- f) Decide to invest in and sell assets with a value of less than 35% of the total asset value recorded in the Company's latest financial statement;
- g) Decide the market development, marketing, and technology development strategies;
- h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 05% or more of the total asset value recorded in the Company's latest annual financial statement; contracts and transactions as prescribed in Clause 2, Article 167 of the Enterprise Law, excluding contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;
- i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; decide the salaries, remuneration, bonuses, and other benefits of those managers at the suggestion of the Chairman of the Board of Directors; appoint authorized representatives to participate in the Member Council or the General Meeting of Shareholders of other companies, decide their remuneration and other benefits; Approve the appointment, signing of labor contracts, and termination of labor contracts with Directors, Deputy Directors, and Heads of Departments;



- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
  - k) Decide the organizational structure and internal management regulations of the Company; decide to establish subsidiaries, branches, representative offices, and capital contributions and share purchases in other enterprises;
  - l) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions;
  - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n) Propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
  - p) Decide to issue the Board of Directors' Operating Regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the Company;
  - r) Request the General Director, Deputy General Director, other managers, and other executives in the Company to provide information and documents regarding the financial status and business operations of the Company and its units. The requested manager must provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specified in the Regulations on Corporate Governance.
  - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, the Company Charter, and the Regulations on Corporate Governance.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of certain articles of the Law on Securities.
4. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining opinions in writing, or other forms as prescribed by the Company Charter. Each Member of the Board of Directors has one vote.
5. In cases where resolutions or decisions adopted by the Board of Directors violate legal regulations, resolutions of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who approved such resolutions or decisions shall



be jointly and severally liable for such resolutions or decisions and must compensate the Company for the damages; members who objected to the adoption of such resolutions or decisions shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul such resolutions or decisions.

**Article 13. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts**

1. The Board of Directors approves contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's latest financial statements between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers, and affiliated persons of these subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the Company, and their affiliated persons;
- Enterprises that Members of the Board of Directors, Board of Supervisors Members, General Director, and other managers of the Company must declare as prescribed in Clause 2, Article 164 of the Law on Enterprises.

3. The Company representative signing the contract or transaction must notify the Members of the Board of Directors and the Board of Supervisors about the related parties to such contract or transaction and enclose a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notification, unless the Company Charter stipulates a different time limit; Members of the Board of Directors who have related interests with the parties to the contract or transaction do not have the right to vote.

**Article 14. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining Members of the Board of Directors or Board of Supervisors is less than the minimum number prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, bearing the full signatures



of the relevant shareholders, or the request must be made in multiple copies, collecting all signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

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

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

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed in the Company's Charter or upon receipt of a request as specified in Point c and Point d, Clause 1 of this Article;

## **3. The convener of the General Meeting of Shareholders must carry out the following tasks:**

a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no later than ten (10) days before the date of sending the notice of the General Meeting of Shareholders if the Company's Charter does not stipulate a shorter period. The Company must announce the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;

b) Prepare the agenda and content of the meeting;

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

d) Prepare documents for the meeting;

e) Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting;

f) Determine the time and place of the meeting;

g) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

h) Other tasks serving the meeting.

## **Article 15. Sub-committees assisting the Board of Directors.**

1. When deemed necessary, the Board of Directors may establish subordinate sub-committees to be in charge of development policy, human resources, compensation and benefits, internal audit, and risk management. The number of members of a sub-committee is decided by the Board of Directors, with a minimum of two (02) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the



majority of the sub-committee, and one of these members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The activities of the sub-committees must comply with the regulations of the Board of Directors. Resolutions of a sub-committee are only valid when approved by a majority of the members present and voting at the sub-committee's meeting..

2. The execution of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and regulations in the Company's Charter and internal regulations on corporate governance.

## **Chapter IV: BOARD OF DIRECTORS MEETING**

### **Article 16. Board of Directors Meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number or percentage of votes, the members shall elect one person among them to convene the Board of Directors meeting by majority vote.

2. The Board of Directors must convene at least quarterly and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following circumstances:

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least five (05) other managers;
- c) At the request of at least two (02) Members of the Board of Directors;
- d) Other circumstances as stipulated in the Company's Charter.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

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 receiving the request as stipulated in Clause 3 of this Article. If a meeting is not convened as requested, the Chairman shall be liable for any damages incurred by the Company; the requesting party has the right to replace the Chairman to convene the Board meeting, following the same convening procedure.

6. The Chairman of the Board of Directors, or the convener of the Board meeting, must send a meeting invitation no later than three (03) working days before the meeting date, unless



otherwise stipulated in the Company's Charter. The invitation must specify the time and location of the meeting, the meeting format, agenda, issues to be discussed and decided upon. Meeting materials and voting ballots must be included with the invitation.

Invitations to Board of Directors' meetings may be sent by letter, telephone, fax, or electronic means, ensuring delivery to the registered contact address of each Member of the Board of Directors at the Company. Board meetings shall be held at the Company's headquarters or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying materials to the Members of the Board of Supervisors as with the Members of the Board of Directors.

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

8. A meeting of the Board of Directors is valid when at least three-quarters of the total number of members are present. If a meeting convened under this Article does not have a quorum, a second meeting shall be convened within seven (07) days of the originally scheduled date. In this case, the meeting is valid if more than half (1/2) of the members of the Board of Directors are present.

9. A Member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a) Attend and vote in person at the meeting;
- b) Authorize another person to attend and vote at the meeting as stipulated in Clause 11 of this Article;
- c) Attend and vote via video conference, electronic voting, or other electronic means;
- d) Send a ballot to the meeting via mail, fax, or email;
- đ) Send a ballot by other means as prescribed by law (If any).

10. In the event of submitting a ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the commencement of the meeting. The ballot shall only be opened in the presence of all attendees.



11. Members must attend all Board of Directors meetings. A member may authorize another Board member or another individual to attend and vote if approved by the majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority (more than  $\frac{1}{2}$ ) of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Board of Directors. Note that Board members may not vote on transactions that benefit themselves or their related persons as stipulated by the Law on Enterprises and Article 43 of the Company Charter.

13. Meetings of the Board of Directors may be held via online conference between Board members when all or some members are in different locations, provided that each participating member can:

- a. Hear each other participating Board member speak during the meeting;
- b. Speak to all other attendees simultaneously. Discussions between members can be conducted directly via telephone or other means of communication, or a combination thereof. A Board member participating in such a meeting is considered "present" at the meeting. The location of the meeting held under these regulations is the location with the largest number of Board of Directors, or the location where the Chairman of the meeting is present.

14. Decisions passed in online meetings are effective immediately upon conclusion of the meeting but must be confirmed by the signatures of all attending Board members in the minutes.

15. Resolutions obtained through written opinions are adopted based on the approval of the majority of Board of Directors members with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

16. Minutes of Board of Directors meetings are prepared in Vietnamese and may also be prepared in a foreign language. Minutes in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail. The minutes must be signed by the Chairman and the minute-taker, unless otherwise stipulated by law.

17. Passage of Board of Directors resolutions and decisions through online conferencing:

- a. A Board of Directors meeting adopting resolutions and decisions through online conferencing is a regular or extraordinary Board of Directors meeting held online as decided by the Chairman of the Board of Directors at each specific time, utilizing electronic means to connect and transmit images and sound via the internet, enabling Board members at different locations to attend, monitor the proceedings, discuss, and vote on meeting matters;



- b. Resolutions and decisions of the Board of Directors passed at meetings held via online conference have the same validity as those passed in face-to-face meetings;
- c. The sequence and procedures for organizing Board of Directors meetings to pass resolutions and decisions via online conferences shall be implemented according to the regulations stipulated in the Company's Internal Governance Regulations and the Charter of Organization and Operation of the Board of Directors.

18. Passing Board of Directors resolutions and decisions through written opinions:

- a. The Chairman of the Board of Directors has the authority to decide to obtain written opinions from Board members when deemed necessary for the benefit of the Company;
- b. Resolutions and decisions of the Board of Directors passed through obtaining written opinions shall have the same effect and validity as resolutions and decisions passed by the Board members at meetings;
- c. The procedures for obtaining written opinions to pass resolutions and decisions of the Board of Directors shall be carried out in accordance with the provisions of the Company's Internal Governance Regulations and the Charter of Organization and Operation of the Board of Directors.

**Article 17. Minutes of Board of Directors Meetings**

- 1. All Board of Directors meetings must be recorded in minutes, and may be audio-recorded, video-recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be additionally prepared in a foreign language, including the following main contents:
  - a) Name, address of the headquarters, enterprise registration number;
  - b) Time and location of the meeting;
  - c) Purpose, agenda, and content of the meeting;
  - d) Full name of each attending member or authorized representative and the method of attendance; full name of absent members and reasons for absence;
  - e) Matters discussed and voted on at the meeting;
  - f) Summary of each attending member's opinion in chronological order of the meeting;
  - g) Voting results, clearly stating the members who agreed, disagreed, and abstained;
  - h) Matters approved and the corresponding approval rate;
  - i) Full name and signature of the chairperson and the minute-taker, except for cases specified in Clause 2 of this Article.



2. In cases where the chairperson and the minute-taker refuse to sign the minutes, but if signed by all other members of the Board of Directors attending the meeting, and with complete content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, these minutes shall be valid.
3. The chairperson, minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
4. Minutes of the Board of Directors meetings and documents used in the meeting must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

## **Chapter V: REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 18. Annual Report Submission**

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:
  - a) Company's business performance report;
  - b) Financial statements;
  - c) Report evaluating the Company's management and administration;
  - d) Board of Supervisors' assessment report.
2. The reports stipulated in points a, b, and c, clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than thirty (30) days prior to the commencement of the Annual General Meeting of Shareholders.
3. The reports stipulated in clauses 1 and 2 of this Article, the Board of Supervisors' assessment report, and the audit report must be maintained at the Company's headquarters no later than twenty-one (21) days before the commencement of the Annual General Meeting of Shareholders. Shareholders who have continuously held the Company's shares for at least one (01) year have the right, either individually or accompanied by a lawyer, accountant, or certified auditor, to directly review the reports as stipulated in this Article.

### **Article 19. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors**

1. The Company reserves the right to compensate and award bonuses to Members of the Board of Directors based on business performance and results.



2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, serving on sub-committees of the Board of Directors, or undertaking tasks beyond the usual scope of a Member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment per instance, salary, commission, percentage of profit, or other forms as determined by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meal expenses, and other reasonable costs incurred while carrying out their responsibilities as Members of the Board of Directors, including costs associated with attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by the Company following approval by the General Meeting of Shareholders. This insurance excludes coverage for liabilities arising from Members of the Board of Directors' violations of the law or the Company Charter.

## **Article 20. Disclosure of Related Interests**

Unless the Company Charter provides otherwise, the disclosure of interests and affiliated persons of the Company adheres to the following regulations:

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

a) The name, enterprise code, headquarters address, business lines, and industries of enterprises in which they hold capital contributions or shares; the percentage and timing of ownership of such capital contributions or shares;



b) The name, enterprise code, headquarters address, business lines, and industries of enterprises in which their affiliated persons jointly or individually own capital contributions or shares exceeding 10% of the charter capital.

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

3. Any Member of the Board of Directors acting on their own behalf or on behalf of another person to perform work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only proceed with such work upon the approval of the majority of the remaining Members of the Board of Directors; if such work is carried out without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

## **Chapter VI: RELATIONSHIP OF THE BOARD OF DIRECTORS**

### **Article 21. Relationship between Members of the Board of Directors**

1. The relationship between Members of the Board of Directors is one of coordination, and Members of the Board of Directors have the responsibility to inform each other of relevant matters in the course of handling assigned tasks.

2. In the course of handling tasks, the assigned Member of the Board of Directors primarily responsible must proactively coordinate the handling, should there be matters related to the areas under the responsibility of other Members of the Board of Directors. In cases where there are differing opinions among the Members of the Board of Directors, the primarily responsible member shall report to the Chairman Of The Board Of Directors for consideration and decision according to their authority, or shall organize a meeting or solicit the opinions of the Members of the Board of Directors as prescribed by law, the Company's Charter, and these Regulations.

3. In the event of reassignment between Members of the Board of Directors, the Members of the Board of Directors must hand over related work, records, and documents. This handover must be documented in writing and reported to the Chairman Of The Board Of Directors.

### **Article 22. Relationship with the Executive Board**

In its management role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these resolutions.



**Article 23. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is one of collaboration. The working relationship between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence, coupled with close coordination and mutual support in carrying out their duties.
2. Upon receiving inspection reports or summary reports from the Board of Supervisors, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective actions.

**Chapter VII: IMPLEMENTATION CLAUSES**

**Article 24. Effect**

The Regulations on Operation of the Board of Directors of Can Tho Pesticide Joint Stock Company consist of 7 chapters, 24 articles, and take effect from *April 26, 2025*

Can Tho, *May 05, 2025*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Sign, full name and seal)*



*Võ Viết Chanh*