

No: 60/CV-MCF-TCHC

Tay Ninh, April 17, 2026

Information Disclose

**To: - The State Securities Commission
- The Hanoi Stock Exchange**

1. Organisation Name: **MECHANICS CONSTRUCTION AND FOODSTUFF JOINT STOCK COMPANY**

2. Stock Code: MCF

3. Address: 29 Nguyen Thi Bay, Ward Long An, Tay Ninh Province

4. Contact phone: 02723.821780

Fax: 02723.820509

5. E-mail: info@mecofood.com.vn

Website : <https://mecofood.com.vn>

6. Person disclose information: Mr Le Truong Son, Position: General Director

7. Type of Disclose

☐ Periodically

☒ Abnormal

☐ On Request

8. Content of information disclose:

Resolution of the Board of Directors April 17, 2026 at on approving the proposals and reports to be submitted to the 2026 Annual General Meeting of Shareholders.

9. This information has been published on the Company's website on April 17, 2026 at the link: <https://mecofood.com.vn>

We would like to commit that the information published above is true and fully responsible before the law for the content of the published information.

Recipients:

- Ditto;
- ID;
- Retention Clerical.

LEGAL REPRESENTATIVE



LE TRUONG SON

No.: 16 /NQ-MCF-HĐQT

Tay Ninh, April 17, 2026

RESOLUTION

BOARD OF DIRECTORS MECHANNICS CONSTRUCTION AND FOODSTUFF JOINT-STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Organization and Operation of Mechannics Construction And Foodstuff Joint-Stock Company;

Pursuant to the Regulations on Organization and Operation of the Board of Directors of Mechannics Construction And Foodstuff Joint-Stock Company;

Pursuant to the Minutes of the Board of Directors Meeting No. 15 /BB-MCF-HĐQT dated 17/04/2026.

RESOLVED

Article 1: The Board of Directors of Mechannics Construction And Foodstuff Joint-Stock Company hereby approves the contents of the reports and proposals to be submitted to the 2026 Annual General Meeting of Shareholders as follows:

Approve the following reports:

1. Report on the operational results of the Board of Directors in 2025 and the operational direction of the Board of Directors in 2026.
2. Production and business results of the Company and operational results of the Board of Directors and the Board of General Directors; operational results of the Supervisory Board in 2025 and operational direction in 2026.

Approve the following proposals:

1. Proposal on the production, business, and investment plan for 2026.
2. Proposal on the approval of the 2025 Financial Statements.
3. Proposal on the 2025 profit distribution plan and the 2026 profit distribution plan.
4. Proposal on the implementation results of the salary and remuneration fund for the Board of Directors and Supervisory Board in 2025 and the salary and remuneration fund plan for 2026.
5. Proposal on the implementation of contracts or transactions with related persons under the authority of the Board of Directors in 2026.
6. Proposal on the selection of an independent auditor for 2026.
7. Proposal on the amendment and supplementation of the Company Charter.

8. Proposal on the dismissal and additional election of members of the Board of Directors for Term V (2024-2028).

Article 2: Unanimously approve a total credit limit of 350 billion VND for the company to mobilize regularly to serve production and business in 2026.

Assign the General Director to proactively contact credit institutions with appropriate interest rates.

Article 3: Unanimously approve the distribution ratio of the 2025 Executive Board reward fund with specific contents as follows:

- | | |
|--|---------------------------------------|
| - Chairman of the BOD | : coefficient 10 |
| - Non-executive Chairman of the BOD | : equal to 90% of the Chairman |
| - Member of the BOD | : equal to 75% of the Chairman |
| - Full-time Head of the BOS | : equal to 40% of the Chairman |
| - Member of the BOS | : equal to 50% of the Head of the BOS |
| - General Director | : equal to 100% of the Chairman |
| - Deputy General Director, Chief Accountant: | equal to 70% of the Chairman |

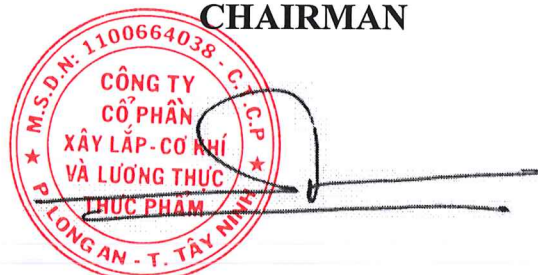
Article 4: This Resolution takes effect from the date of signing.

Members of the Board of Directors, the Board of General Directors, the Chief Accountant of the Company, and relevant Heads of Departments shall implement this Resolution.

Recipients:

- As per Article 4
- HNX
- UBCKNN
- BOD, BOS of the Company
- Board of General Directors of the Company
- Office Archives

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



DOAN QUANG LONG



MECHANNICS CONSTRUCTION AND FOODSTUFF JOINT-STOCK COMPANY
No. 29 Nguyen Thi Bay Street, Ward Long An, Tay Ninh Province
Telephone: (0723) 821780 FAX: (0723) 820 509
Email: info@mecofood.com.vn ; Website: www.mecofood.com.vn

Tay Ninh, April 22, 2026

DRAFT

AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

- Time: 09:30, Wednesday, April 22, 2026
- Location: Hall of Mechannics Construction And Foodstuff Joint-Stock Company
- Address: No. 04 Cu Luyen Street, Ward Long An, Tây Ninh Province

Time	Content
8:30-9:30	Welcoming guests and verifying shareholder status: <ul style="list-style-type: none">- Welcome delegates and shareholders.- Verify delegate status, distribute voting cards, voting ballots, election ballots and General Meeting documents.
9:30-9:40	Opening of the meeting: <ul style="list-style-type: none">- Flag salute.- Statement of purpose.- Introduction of Delegates.- Report on the verification of delegate attendance.- Introduction and approval of the Presidium.- Introduction and approval of the Secretariat.- Introduction and approval of the Vote Counting Committee.- Approval of the meeting agenda.- Approval of the working regulations.
9:40-10:00	Content of the meeting: * Reports: <ol style="list-style-type: none">1. Report on the Board of Directors' performance in 2025 and operational direction for 2026.2. Report The Company's production and business results and the operating results of the Board of Directors, Board of General Directors, Operating results of the Supervisory Board in 2025 and operational orientation in 2026. * Proposals: <ol style="list-style-type: none">1. Proposal of the 2026 production, business, and investment plan.2. Proposal for approval of the 2025 Financial Statements.3. Proposal of the profit distribution plan for 2025 and the profit distribution plan for 2026.4. Proposal of the implementation results of the payroll fund and remuneration of the Board of Directors and the Board of Supervisors in 2025 and the planned payroll fund and remuneration for 2026.5. Proposal regarding the execution of contracts or transactions with

	<p>affiliated persons under the authority of the Board of Directors in 2026.</p> <p>6. Proposal for the selection of an independent audit unit for 2026.</p> <p>7. Proposal to amend and supplement the company's charter.</p> <p>8. Proposal for the dismissal and supplementary election of members of the Board of Directors for Term V (2024-2028).</p>
10:00-10:10	- General discussion and feedback.
10:10-10:15	- Directive speech from the leadership of VINAFOOD II.
10:15-10:25	<p>- The General Meeting voted to approve the reports and proposals.</p> <p>- The Vote Counting Committee announced the vote counting results.</p>
10:25-10:35	<p>- Election of additional members of the Board of Directors for Term V (2024-2028).</p> <p>+ Approval of the election regulations for supplementary members of the Board of Directors for Term V (2024-2028).</p> <p>+ Ratify the number and list of candidates.</p> <p>+ The Ballot Committee guides shareholders in the voting process.</p>
10:35-10:40	- Present flowers and souvenirs to former members of the Board of Directors.
10:40-11:00	The Vote Counting Committee announced the results of the additional election of the Board of Directors' members for Term V (2024–2028).
	- Invite the elected Board of Directors members to address the meeting.
	- Approve the draft Minutes and Resolution of the General Meeting.
	- Declare the closure of the General Meeting.

ORGANIZING COMMITTEE

DOAN QUANG LONG

No.: ____/BC-MCF-HĐQT

Tay Ninh, April 22, 2026

DRAFT

**REPORT ON RESULTS
OF THE BOARD OF DIRECTORS' ACTIVITIES IN 2025
AND ORIENTATION AND TASKS FOR 2026**

Respectfully submitted to: The General Meeting of Shareholders
Mechanics Construction and Foodstuff Joint Stock Company

The Board of Directors of Mechanics Construction and Foodstuff Joint Stock Company reports on the results of the Board of Directors' activities in 2025 and orientations and tasks for 2026 as follows:

**PART I
REPORT ON ACTIVITIES IN 2025**

I- CHARACTERISTICS OF THE SITUATION

1.1. General situation:

In 2025, domestic economic activities took place in the context of the global economy facing many challenges. Geopolitical competition, trade wars, and global economic recession have become increasingly evident; global inflation remains high; the energy crisis caused by the Eastern Europe conflict has had a significant impact on the domestic economy. The increase in foreign exchange rates, while domestic production depends heavily on imported raw materials and fuels, has greatly affected the import of raw materials and fuels.

Business production activities of the Company: In 2025, the Company's production and business activities faced both difficulties and advantages, specifically as follows:

Food segment: Rice prices remained low; forecasting to determine the timing of purchases and sales faced many difficulties. The Company has found additional new customers while traditional customers continued to place regular and increasing orders. Inventory rice prices remained low, so sales were profitable. This is the segment generating the main profit for the Company.

Concrete segment: In the early months of the year, projects were slow to commence or operated at a moderate level; the Company mainly carried out civil and rural traffic projects, resulting in low concrete output. Raw materials such as stone were scarce and difficult to procure. However, from Q3/2025, output began to increase as many large projects started. In 2025, this segment operated effectively

and contributed to overall profit.

Packaging segment: Although consumption was supported within the Corporation system and external customers, competition on selling prices was very intense; the Company had to reduce prices significantly to sell products. In 2025, this segment did not generate efficiency.

Mechanical segment: In 2025, this segment showed improvement compared to 2024. The Company signed many contracts for repair, renovation, and upgrading of machinery and equipment for external units and internal projects. However, projects often required urgent completion, consumed significant labor, and the mechanical workforce was limited. The Company had to implement various solutions to ensure efficiency and timely completion. In 2025, this segment did not contribute significantly to profit.

Facing these mixed challenges and advantages, the Board of Directors and the Executive Board adopted prudent, firm, and flexible approaches to ensure efficiency and growth, while maintaining employment, income, and living standards for employees.

II- ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

2.1. Organizational structure

The Board of Directors consists of 05 members:

No.	Member	Position	Shareholder / Representative
1	Mr. Doan Quang Long	Chairman of the Board (Full-time member)	Representative of Vietnam Southern Food Corporation – JSC, 40% of charter capital
2	Mr. Nguyen Van Kiet	Vice Chairman (Full- time member)	
3	Ms. Le Thi Thao	Member (Non- executive member)	Representative of Vietnam Southern Food Corporation – JSC, 10% of charter capital
4	Ms. Ho Thi Cam Van	Member (Non- executive member)	Representative of Vietnam Southern Food Corporation – JSC, 10% of charter capital
5	Mr. Nguyen Binh Hien	Member (Non- executive member)	

2.2. Operational results:

In 2025, the Board of Directors organized activities to implement the Resolution of the General Meeting of Shareholders in accordance with the Company's Charter, the Board of Directors' working regulations, the Company's corporate governance regulations, and legal provisions.

Based on the production and business plan approved by the General Meeting of Shareholders on April 17, 2025, the Board of Directors directed the Executive Board to implement the following main tasks:

Implement the 2025 production and business plan;

Implement investment activities;

Pay remuneration and salaries to the Board of Directors, the Supervisory Board and allocate funds in accordance with the Resolution;

Other tasks. Specific results are as follows:

2.3. Results of key business indicators in 2025:

No.	Indicator	Unit	Year 2025			% vs 2024
			Plan 2025	Actual 2025	% vs Plan	
1	Total revenue	Billion VND	621,487	533,714	85,88%	108,01%
2	Profit before tax	Billion VND	12,500	12,523	100,18%	99,96%
3	State budget contribution	Billion VND	Theo QĐ	5,607		106,23%
4	Average income	Million VND	10,890	11,243	103,24%	116,92%

2.4. Business output by segment:

No.	Description	Unit	Year 2025		% vs Plan	% vs 2024
			Plan 2025	Actual 2025		
I	Purchases					
1	- Food (rice equivalent)	Ton	34.000	32.264	94,89%	121,05%
II	Sales					
1	- Food sales	Ton	34.000	27.682	81,42%	123,36%
	Including: + Export	Ton	6.000	5.598		
	+ Domestic rice	Ton	28.000	22.084		
2	- Packaging	Thousand units	7.000	5.168	73,83%	94,55%
3	- Mechanical	Billion VND	25	22,071	88,28%	139,93%
4	- Concrete – Construction materials	m ³	60.000	50.712	84,52%	118,88%

2.5. Results of Profit Distribution:

In implementation of the Resolution of the 2025 Annual General Meeting of Shareholders, the Company carried out the distribution of profit for 2024 as approved, specifically as follows:

No.	DESCRIPTION	PLAN 2024	ACTUAL 2024	(%) vs AGM Resolutio n
1	Total revenue	572.529.000.000	494.134.156.904	86,31%
2	Profit before tax	14.000.000.000	12.528.073.059	89,49%
3	Profit after tax available for distribution	11.352.094.831	9.806.327.771	86,38%
	- Retained earnings from previous years	152.094.831	152.094.831	
	- Profit after tax for the year	11.200.000.000	9.654.232.940	
4	Funds available for remuneration, reserves and dividends	11.200.000.000	9.654.232.940	86,20%
a	Remuneration for non-executive members of the Board of Directors	300.000.000	300.000.000	100,00%
b	Bonus fund for the Executive Board (in accordance with Decree 53)	292.500.000	174.410.000	59,63%
c	Development Investment Fund (10%)	1.060.750.000	917.982.000	86,54%
d	Reward and Welfare Fund (15%)	1.591.125.000	1.376.973.000	86,54%
e	Dividends	8.083.378.500	7.005.594.700	86,67%
5	Dividend payout ratio / Charter capital of VND 107,778,380,000	7,50%	6,50%	86,67%
6	Remaining profit after dividend distribution	24.341.331	31.368.071	

2.6. Remuneration Payment:

The Company has paid remuneration to the Board of Directors and the Supervisory Board in 2025 as follows:

- Non-executive members of the Board of Directors: VND 7.000.000/person/month
- Supervisory Board members: VND 4.500.000/person/month
- Secretary of the Board of Directors: VND 4.500.000/person/month

2.7. Investment Activities:

In 2025, the Company implemented urgent investment items arising during the year with a total value (excluding VAT) of **VND 2.477.322.876.**

Of which:

Fixed assets additions: **VND 1.127.800.000.**

Major repairs and procurement of tools and equipment allocated over multiple periods: **VND 1.349.522.876**, including the Office building renovation and upgrade item of **VND 787.822.135** and the digital transformation item (procurement of tools and equipment including 28 desktop computers without monitors, licensed Windows and Office software) of **VND 561.700.741.**

No.	Investment item	Investment plan 2025	Total investment 2025	Notes
I	Food Processing Enterprise	6.532.000.000	678.500.000	
1	Diesel forklift MGA FORLIFT, Push-Pull clamp, forklift ramp - PX1		678.500.000	Resolution No. 32/NQ-MCF-HĐQT dated June 27, 2025
2	Finished goods tank system (processing line No. 3 - PX1)	2.000.000.000		
3	Warehouse floor elevation - PX1	1.032.000.000		
4	Upgrade and renovation of 02 food processing lines at Cao Lanh Processing and Trading Station	3.500.000.000		
II	Company Office	2.000.000.000	915.122.135	
1	Office building renovation and upgrade	2.000.000.000	787.822.135	
2	LED screen P2 for Company Office meeting room		61.800.000	
3	Photocopier (Ricoh brand)		65.500.000	
III	Digital transformation items	700.000.000	561.700.741	
VI	Mechanical Construction Enterprise		255.000.000	
1	3-phase transformer 320 KVA, silicon steel type, Thibidi brand, 100% new		255.000.000	Resolution No. 35/NQ-MCF-HĐQT dated June 30, 2025
VII	Packaging & Handicraft Enterprise		67.000.000	
1	Packaging cutting machine Model CQ-800		67.000.000	
TOTAL		9.232.000.000	2.477.322.876	

2.8. Financial management, accounting and selection of audit firm:

Financial management is sound, capital is preserved, cash flow is timely to support the Company's production and business activities, and bank borrowings are

repaid on schedule.

On June 17, 2025, the Company signed Audit and Review Service Contract No. 77/2026/HĐKT-CPA VIET NAM - HCM with CPA Vietnam Co., Ltd. to perform the review of the financial statements as at June 30, 2025 and the audit of the financial statements for the fiscal year ended December 31, 2025. The semi-annual and annual financial statements for 2025 are prepared in accordance with Vietnamese Accounting Standards; the audit opinions fully accept the financial statements with no qualifications.

2.9. Corporate governance:

The Board of Directors has fully performed its rights and obligations in accordance with laws, the Company's Charter and internal regulations. In addition, with the qualifications and many years of management experience of its members, and based on the assignment of responsibilities in line with each member's strengths, the Board has enabled members to promote their advantages and always accompany the Executive Board in all areas of the Company's operations. At the same time, members of the Board of Directors have closely coordinated and shared information on relevant matters during the execution of assigned tasks.

In addition, the Board of Directors has closely coordinated with the Supervisory Board, listened to its opinions and created all conditions to ensure its independent operation..

In 2025, the Board of Directors held 18 meetings and collected written opinions on matters within its authority relating to production and business activities, investment, personnel organization and other matters. Meeting invitations and documents were sent to members of the Board of Directors and the Supervisory Board in accordance with regulations. At the meetings, all members attended fully and voted with a high sense of responsibility, solidarity and cooperation, performing their duties honestly and prudently for the benefit of shareholders and the overall development of the Company. After meetings and written consultations, the Board of Directors issued 18 Resolutions and Decisions.

Resolutions/Decisions of the Board of Directors in 2025:

No.	Resolution/ Decision No.	Date of issuance	Content	Approval rate
1	03/NQ-MCF – HDQT	19/02/2025	Approval of the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders.	100%
2	05/NQ-MCF – HDQT	05/03/2025	Approval of the adjustment of the date of the 2025 Annual General Meeting of Shareholders to April 17, 2025.	100%
3	07/NQ-MCF – HDQT	22/03/2025	Approval of granting a credit limit for the Company at Saigon – Hanoi Commercial	100%

No.	Resolution/ Decision No.	Date of issuance	Content	Approval rate
			Joint Stock Bank – Saigon Branch.	
4	09/QĐ-MCF – HDQT	22/03/2025	Approval of re-granting a credit limit for the Company at Vietnam Joint Stock Commercial Bank for Industry and Trade – Long An Branch.	100%
5	09B/NQ-MCF – HDQT	16/04/2025	<ul style="list-style-type: none"> - Approval of reports and submissions to be presented to the 2025 Annual General Meeting of Shareholders. - Approval of total credit limit of VND 350 billion for regular mobilization to serve production and business activities in 2025. - Approval of the bonus distribution ratio for the Executive Board for 2024. 	100%
6	22/NQ-MCF -HDQT	17/04/2025	Approval of the election of Mr. Doan Quang Long, Member of the Board of Directors, as full-time Chairman of the Board of Directors of Mechanics Construction and Foodstuff Joint Stock Company for Term V (2024–2028).	100%
7	25/NQ-MCF -HDQT	25/04/2025	- Approval of the implementation of dividend payment for 2024.	100%
8	27/QĐ-MCF -HDQT	13/05/2025	Assignment of responsibilities to members of the Board of Directors for Term V (2024–2028).	100%
9	30/NQ-MCF -HDQT	31/05/2025	Authorization to the General Director to select and sign a contract with one of the independent audit firms approved by the 2025 Annual General Meeting of Shareholders.	100%
10	32/NQ-MCF-HDQT	27/6/2025	Approval to cease operations of Cao Lanh Food Processing and Trading Station and continue leasing Workshop No. 2 in Tan Tru. Approval of investment in a container forklift and loading ramp using the Company's own capital to serve rice export activities.	100%
11	33/QĐ-MCF-HDQT	27/6/2025	Appointment of the person in charge of corporate governance of Mechanics Construction – Mechanical and Foodstuff Joint Stock Company.	100%
12	35/NQ-	30/6/2025	Approval of the investment policy for a 3-	100%

No.	Resolution/ Decision No.	Date of issuance	Content	Approval rate
	MCF-HĐQT		phase 320 KVA transformer using the Company's own capital to serve production and business activities at the Mechanical Construction Enterprise under Mechanics Construction – Mechanical and Foodstuff Joint Stock Company.	
13	37/QĐ-MCF-HĐQT	25/07/2025	Decision on retirement of Mr. Nguyen Van Kiet effective from August 1, 2025.	
14	42/QĐ-MCF-HĐQT	30/10/2025	Decision on the retirement of Mr. Nguyen Binh Hien to receive social insurance benefits effective from November 1, 2025..	
15	43/QĐ-MCF-HĐQT	01/11/2025	Decision on the term appointment of Ms. Nguyen Thi Khanh Van as Deputy General Director of Mechanics Construction – Mechanical and Foodstuff Joint Stock Company, effective from November 1, 2025. The term of appointment is 05 years (from November 1, 2025 to November 1, 2030)	
16	46/QĐ-MCF-HĐQT	22/12/2025	Establishment of the Internal Audit Department of Mechanics Construction – Mechanical and Foodstuff Joint Stock Company to perform internal audit activities in accordance with Decree No. 05/2019/ND-CP dated January 22, 2019 of the Government on internal audit.	
17	47/QĐ-MCF-HĐQT	22/12/2025	Transfer of Ms. Nguyen Van Khanh, specialist of the Finance and Accounting Department, to assume duties at the Internal Audit Department of the Company. Appointment of Ms. Nguyen Van Khanh as the person in charge of internal audit of Mechanics Construction – Mechanical and Foodstuff Joint Stock Company.	
18	49/NQ-MCF-HĐQT	22/12/2025	Approval of the re-granting of a credit limit for Mechanics Construction – Mechanical and Foodstuff Joint Stock Company to borrow capital at Joint Stock Commercial Bank for Foreign Trade of Vietnam – Long An Branch.	

2.10. Assessment of the performance of the General Director and the

Executive Board:

The supervision of the General Director and the Executive Board has been carried out by the Board of Directors in compliance with the provisions of the Charter, internal regulations, and other relevant rules, specifically as follows:

The Board of Directors has participated in monthly, quarterly, and annual briefing meetings with the General Director and the Executive Board to monitor the situation, provide directions, and promptly address any difficulties (if any) in order to achieve the production and business objectives assigned by the General Meeting of Shareholders. The Board of Directors has also regularly requested the Executive Board to review and timely report on the implementation of Resolutions, Decisions, and directives issued by the Board of Directors.

The Board of Directors has coordinated with the Supervisory Board in inspection and supervision activities to better monitor and grasp the Company's operations, thereby enabling timely decision-making and minimizing risks.

In general, the Board of Directors acknowledges that the Executive Board has made significant efforts in management and operations, closely adhering to the Resolutions of the General Meeting of Shareholders and the Board of Directors in performing management and operational duties in 2025, despite extremely challenging conditions.

2.11. Transactions between the Company and its related persons; or between the Company and major shareholders, insiders, and related persons of insiders in 2025: *Attached in Appendix 01.*

2.12. Transactions between the Company and companies in which members of the Board of Directors, members of the Supervisory Board, or the General Director have been or are founders, members of the Board of Directors, or General Directors within the past three (03) years: *Attached in Appendix 02.*

2.13. Results of corporate governance and supervision:

Overall, the Board of Directors has effectively fulfilled its role in implementing plans, policies, and strategic orientations set by the General Meeting of Shareholders.

The Board of Directors has complied with corporate governance regulations, convened periodic and ad hoc meetings to provide timely direction, and issued decisions appropriate to actual conditions.

The Board of Directors has properly performed its roles and responsibilities in directing, supporting, and supervising the Executive Board in implementing matters approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with legal regulations while balancing the interests of the Company and its shareholders.

Members of the Board of Directors have proactively recognized their roles and responsibilities in supporting the Executive Board and have actively shared experience, engaged in interaction, and exchanged views on corporate governance practices.

III. OVERALL ASSESSMENT:

The Board of Directors has fully performed its representative function on behalf of shareholders in supervising the Company's management and operations, providing appropriate orientation and timely direction to ensure efficient use of resources to achieve the targets assigned by the General Meeting of Shareholders, in compliance with applicable laws and the Company's Charter.

In addition to performing its management and supervisory functions over the Executive Board, the Board of Directors has closely coordinated with the Executive Board to seek solutions to overcome difficulties in production and business activities in 2025.

In general, in 2025, amid significant impacts from macroeconomic factors, rapid and complex global developments, intensifying strategic competition among major countries, prolonged military conflicts in various regions leading to a slowdown in global economic growth, as well as risks related to finance, currency, and energy and food security; domestically, rising inflationary pressures and strong fluctuations in fuel and raw material prices have significantly affected the economy. In this context, the Board of Directors has implemented decisive supervisory measures and directed the Executive Board to effectively carry out the Resolutions of the General Meeting of Shareholders and the Board of Directors, achieving profitable business results and thereby ensuring benefits for the Company and its shareholders.

PART II ORIENTATION AND KEY TASKS FOR 2026

I. SITUATION ASSESSMENT:

It is anticipated that in 2026, the Company's production and business activities will continue to face numerous challenges due to the impact of various domestic and international factors, including: the Russia-Ukraine conflict, tensions in the Middle East, intensifying geopolitical competition among major powers, fluctuations in fuel and commodity prices, unpredictable movements in the USD/VND exchange rate, trade wars, natural disasters, climate change, and energy and food security issues, all of which directly affect the Company's operations.

Based on the above assessment, the Company has developed its 2026 production and business plan with the following key targets:

II. PLANNED TARGETS:

1. Key business targets for 2026:

No.	Indicator	Unit	2026 Plan	Notes
1	Total revenue	Billion VND	567,790	
2	Profit	Billion VND	12,6	
3	State budget contribution	Billion VND	As prescribed	

4	Average employee income	Million VND	11,229	
---	-------------------------	-------------	--------	--

2. Planned business output by segment for 2026:

No.	Description	Unit	2026 Plan	Notes
1	- Food purchased (rice equivalent):	Ton	34.000	
	Of which: + Rice:	Ton	33.500	
	+ Paddy:	Ton	1.000	
	- Food sold (rice equivalent)	Ton	34.000	
	Of which: + Export	Ton	6.000	
	+ Domestic rice	Ton	28.000	
2	Packaging (standard 120g)	Million units	7.000	
3	Mechanical engineering revenue	Billion VND	25.000	
4	Concrete	m ³	60.000	

3. Orientation of the Board of Directors in 2026

In 2026, the Board of Directors will focus on directing the following key activities:

- To perform the rights and responsibilities of the Board of Directors as stipulated in the Charter, ensuring alignment with the objectives of the General Meeting of Shareholders and the interests of shareholders.

- To develop production and business orientations in accordance with the Resolution of the 2026 General Meeting of Shareholders, ensuring the successful achievement of the 2026 targets.

- To strengthen forecasting activities and further enhance financial management capacity, ensuring safe and efficient financial operations across the Company.

- To enhance inspection and supervision of the management and use of capital and assets in compliance with regulations; to strictly control operating costs throughout the Company.

- To strengthen enterprise-wide risk management, particularly in controlling risks related to receivables and inventories.

- To direct information disclosure in compliance with applicable laws and regulations.

- To innovate policies on salaries, bonuses, and employee benefits; improve decentralization and delegation mechanisms; and reform administrative procedures.

- To continue consolidating the organizational structure and human resources while promoting business development.

- To promote solidarity and unity in management and operations.

- To continue implementing digital transformation and information technology applications in corporate governance and management.
- To review, restructure, and evaluate personnel; plan and develop leadership resources, including the Board of Management and heads of departments and affiliated units.
- To continue training and developing human resources, enhancing professional expertise and contract negotiation capabilities.
- To regularly review and improve internal regulations and policies to ensure compliance with current laws and the Company's actual conditions.

This report presents the activities of the Board of Directors in 2025 and the orientation for 2026.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely submitted!

Recipients:

- Shareholders;
 - State Securities Commission, Hanoi Stock Exchange;
 - Vietnam Southern Food Corporation;
 - Board of Directors, Supervisory Board;
 - Board of Management;
 - Archived.
- (Document for the 2026 Annual General Meeting of Shareholders).

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

DOAN QUANG LONG

Appendix 01: Transactions between the Company and related persons; or between the Company and major shareholders, insiders, and related persons of insiders

Attached to the Report on the Activities of the Board of Directors in 2025 No.: .../BC-MCF-HĐQT dated 22 April 2026

Attached to the Report on the Activities of the Board of Directors in 2025 and WDC MCF HQ Q1 dated 27 April 2026											
No.	Name of organization/individual	Relationship with the Company	Business Registration No	Date of issuance	Place of issuance	Head office address	Transaction period with the Company	Resolution No.	Description	Transaction value	Notes
1	Vietnam Southern Food Corporation – JSC	State shareholder holding 60% of charter capital	0300613198	27/10/2025	Ho Chi Minh City Department of Finance	333 Tran Hung Dao, Cau Ong Lanh Ward, District 1, Ho Chi Minh City	1/1/2025 to 31/12/2025	20/NQ-MCF-ĐHCD dated 17 April 2025	Sale of rice	400.250,00 USD	
									Entrusted rice export service fee	500,00 USD	
									Entrusted rice export logistics and delivery fee	75.000.000	
									Sale of packaging materials	4.774.306.600	
									Provision of mechanical services	289.600.000	
									Dividend income	4.203.420.000	
2	Long An Food Company	Subsidiary of Vietnam Southern Food Corporation – JSC	0300613198-008	04/12/2018	Long An Department of Planning and Investment	No. 10 Cu Luyen Street, Long An Ward, Tay Ninh Province	1/1/2025 to 31/12/2025		Sale of packaging materials	6.367.697.000	
									Provision of mechanical services	2.232.810.000	
									Sale of concrete packaging	26.157.407	
										6.000.000	
									Purchase of rice	113.600.000	
3	Dong Thap Food Company	Subsidiary of Vietnam Southern Food Corporation – JSC	0300613198-010	16/06/2006	Dong Thap Department of Planning and Investment	No. 531, National Highway 30, My Ngai Ward, Dong Thap Province	1/1/2025 to 31/12/2025	Provision of mechanical services	4.200.000		
								Fee for cooperation in site exploitation and related services	1.281.999.674		
4	Song Hau Food Company	Subsidiary of Vietnam Southern Food Corporation – JSC	0300613198-002	24/10/1998	Can Tho Department of Planning and Investment	Lot 18, Tra Noc I Industrial Zone, Thoi An Dong Ward, Can Tho City, Vietnam	1/1/2025 to 31/12/2025		Sale of packaging materials	258.330.000	

5	Kien Giang Import & Export Joint Stock Company	Joint stock company with capital contribution from Vietnam Southern Food Corporation – JSC	1700100989	07/11/2025	An Giang Department of Planning and Investment	85–87 Lac Hong Street, Rach Gia Ward, An Giang Province	1/1/2025 to 31/12/2025		Provision of mechanical services	11.124.000.000	
6	Saigon Logistics Trading Joint Stock Company	Joint stock company with capital contribution from Vietnam Southern Food Corporation – JSC	0300606715	04/04/2005	Ho Chi Minh City Department of Planning and Investment	265 Dien Bien Phu, Xuan Hoa Ward, Ho Chi Minh City	1/1/2025 to 31/12/2025		Sale of packaging materials	215.750.000	
7	Saigon Logistics Trading Joint Stock Company	Subsidiary of Vietnam Southern Food Corporation – JSC	0300613198-009	16/01/2025	Tien Giang Department of Planning and Investment	No. 256 Ap Bac Street, Trung An Ward, Dong Thap Province	1/1/2025 to 31/12/2025		Sale of rice	303.878.571	
									Purchase of Green Spring bottled water	47.721.762	
									Provision of mechanical services	3.000.000	
8	Ben Thanh - Mui Ne Corporation	Joint stock company with capital contribution from Vietnam Southern Food Corporation – JSC	3401121279	25/01/2016	Ho Chi Minh City Department of Planning and Investment	Quarter 14, Mui Ne Ward, Lam Dong Province, Vietnam	1/1/2025 to 31/12/2025		Sightseeing and vacation expenses	211.972.222	

Appendix 02: Transactions between the Company and entities in which members of the Board of Directors, members of the Supervisory Board, or the General Director have been or are founders, members of the Board of Directors, or the General Director during the past three (03) years (as at the reporting date)

Attached is the Report on the Activities of the Board of Directors for 2025, No.: /BC-MCF-HĐQT dated April 2026.

No.	Transacting Company	Relationship with members of the Board of Directors, Supervisory Board, Director (General Director) and other managers	Enterprise Registration Certificate No.	Date of issue	Place of issue	Head office address	Transaction period with the Company	Resolution No.	Description	Transaction value	Notes
1	Vietnam Southern Food Corporation – JSC	Ms. Ho Thi Cam Van is currently a member of the Board of Directors of Construction – Mechanical Engineering and Foodstuff Joint Stock Company and concurrently a member of the Board of Directors of Vietnam Southern Food Corporation – Joint Stock Company.	0300613198	27/10/2025	Ho Chi Minh City	333 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City	1/1/2025 to 31/12/2025	20/NQ-MCF-ĐHCD dated 17 April 2025	Sale of rice	400.250,00 USD	
									Entrusted rice export service fee	500,00 USD	
									Entrusted rice export logistics and delivery fee	75.000.000	
									Sale of packaging materials	4.774.306.600	
									Provision of mechanical services	289.600.000	
									Dividend income	4.203.420.000	

No:___/BC-MCF-BKS

Tay Ninh, April 22, 2026

DRAFT

REPORT OF THE SUPERVISORY BOARD
Business performance of the Company and
Performance of the Board of Directors and the Board of Management;
Performance of the Supervisory Board in 2025 and operational
orientation for 2026

To: The General Meeting of Shareholders

Mechanics Construction and Foodstuff Joint-Stock Company

- Pursuant to the Law on Enterprises dated 17 June 2020;
- Pursuant to the Charter of Construction – Mechanical Engineering and Foodstuff Joint Stock Company.
- Pursuant to the results of business and production activities and the audited financial statements for the year 2025.

The Supervisory Board hereby reports to the 2026 Annual General Meeting of Shareholders of Construction – Mechanical Engineering and Foodstuff Joint Stock Company (the “Company”) on the performance of the Supervisory Board in 2025, the Company’s business performance, and the performance of the Board of Directors and the General Director in 2025, with the following contents:

I. PERFORMANCE OF THE SUPERVISORY BOARD.

1. Organization of meetings.

In 2025, the Supervisory Board held four (04) meetings with the full participation of all members.

In addition, the Supervisory Board attended meetings of the Board of Directors and the Executive Management in order to keep abreast of the Company’s business operations.

2. Activities performed by the Supervisory Board:

- Examining and supervising the implementation of the business and production plan; monitoring compliance with the resolutions of the Annual General Meeting of Shareholders; supervising compliance

with the Company's Charter, State laws and internal regulations of the Company;

- Reviewing quarterly financial statements during the year;
- Attending meetings of the Board of Directors and the Executive Management;
- Proposing and recommending that the General Meeting of Shareholders approve the appointment of an independent audit firm to audit the Company's financial statements for 2025;
- Coordinating with the Finance and Accounting Department in reviewing invoices and supporting documents for monthly tax declarations;
- Reviewing the Company's purchase and sales contracts;
- Examining sales documents and records of various business segments at the Finance and Accounting Department;
- Supervising the utilization of borrowed funds and monitoring the Company's receivables and payables;
- Coordinating with the Finance and Accounting Department in urging the sales division to collect outstanding receivables on schedule;
- Supervising the Company's information disclosure in compliance with legal regulations.

3. Remuneration and expenses of the Supervisory Board:

- Total remuneration of the Supervisory Board in 2025 amounted to VND 108.000.000 (02 members received remuneration of VND 4.500.000 per month, excluding the salary of the Head of the Supervisory Board).

- Other expenses of the Supervisory Board were incurred in accordance with legal regulations and the Company's internal financial regulations.

II. SUPERVISION, APPRAISAL AND COMMENTS OF THE SUPERVISORY BOARD.

1. Assessment of the performance of the Board of Directors and the Board of Management

The Supervisory Board has ensured the performance of its functions in supervising the activities of the Board of Directors and the Board of Management in compliance with legal regulations and the Company's Charter, and has reviewed the appropriateness of the decisions of the Board of Directors and the Board of Management as follows:

a. Performance of the Board of Directors

- The Board of Directors organized periodic quarterly and annual meetings in accordance with the Company's Charter and relevant legal regulations. The Supervisory Board assesses that the activities of the Board of Directors during the year were in compliance with the Company's Charter and applicable laws.

- During the year, the Board of Directors issued **11 resolutions and 07 decisions**. These resolutions and decisions were closely aligned with the Company's actual business conditions, fell within the authority of the Board of Directors, and their contents complied with the resolutions of the General Meeting of Shareholders, the Law on Enterprises, the Law on Securities, the Company's Charter and other relevant legal regulations.

b. Performance of the Board of Management

- The Board of Management effectively organized and implemented the resolutions of the General Meeting of Shareholders and the decisions of the Board of Directors in a timely manner in the Company's business and production activities.

- The Board of Management proactively captured business opportunities and demonstrated flexibility and creativity in operations, thereby achieving effective business performance and ensuring stable employment and income for employees.

- The Board of Management fully implemented policies relating to social insurance, health insurance, unemployment insurance and personal accident insurance for employees; took care of employees' welfare; distributed salaries, bonuses and other entitlements in accordance with regulations; and fulfilled obligations to the State.

c. Coordination between the Supervisory Board, the Board of Directors and the Executive Management:

- The Board of Directors provided the Supervisory Board with resolutions and decisions in a timely and complete manner. The Board of Management facilitated the Supervisory Board in collecting information and documents relating to the Company's business and production activities upon request.

- Representatives of the Supervisory Board were invited to attend meetings of the Board of Directors.

- The Board of Directors, the Supervisory Board, the Executive Management and the Company's managers maintained close coordination in the management and operation of the Company's business activities.

2. Appraisal of the financial statements.

a. The Supervisory Board assesses that the Company's accounting books and supporting documents are clear and reliable, and that the accounting figures fairly reflect the Company's financial position. The Supervisory Board has not identified

any material issues that may affect the true and fair view of the financial statements.

The quarterly, semi-annual and annual financial statements for 2025 were prepared in full compliance with the prescribed formats, in accordance with the prevailing Vietnamese Accounting Standards and accounting regime, as well as relevant legal regulations governing the preparation and presentation of financial statements. These financial statements were given an unmodified opinion by CPA Vietnam Auditing Company Limited, with no qualifications or recommendations.

b. Financial indicators of the Company as at 31 December 2025:

Unit: VND

Indicator	01/01/2025	31/12/2025	Change compared with beginning of the period (%)
Assets			
I. Current assets	170.878.235.463	151.983.799.621	88,94
1. Cash and cash equivalents	3.125.122.734	1.786.731.556	
2. Short-term receivables	35.831.513.072	28.090.779.251	
3. Inventories	131.297.065.754	121.054.703.319	
4. Other current assets	624.533.903	1.051.585.495	
II. Non-current assets	24.246.779.852	17.075.974.485	70,43
1. Long-term receivables	536.000.000	230.000.000	
2. Fixed assets	23.586.536.624	16.764.111.629	
3. Long-term work in progress	124.243.228	81.862.856	
Total assets	195.125.015.315	169.059.774.106	86,64
Sources of funds			
I. Liabilities	76.827.041.726	49.043.053.421	63,84
1. Current liabilities	76.557.041.726	49.043.053.421	
2. Non-current liabilities	270.000.000		
II. Equity	118.297.973.589	120.016.720.685	101,45
1. Contributed capital	107.778.380.000	107.778.380.000	
2. Share premium	(31.818.182)	(31.818.182)	
3. Development investment fund	1.045.084.000	1.963.066.000	
4. Retained earnings	9.506.327.771	10.307.092.867	
- Accumulated retained earnings brought forward	152.094.831	31.368.071	
- Retained earnings for the current period	9.354.232.940	10.275.724.796	
Total sources of funds	195.125.015.315	169.059.774.106	86,64

Based on the above figures, the Supervisory Board makes the following comments:

The total liabilities as at 31 December 2025 amounted to VND 49.043.053.421, representing 29,01% of total assets and 40,86% of total equity.

The current ratio (Current assets / Current liabilities) as at 31 December 2025 was 3.10 times, which is greater than 1, indicating that the Company maintained a good ability to meet its short-term obligations.

The quick ratio ((Current assets – Inventories) / Current liabilities) as at 31 December 2025 was 0.63 times, which is less than 1, reflecting a relatively low level of immediate liquidity.

The profit before tax margin on revenue was 2,35%. The profit before tax return on charter capital was 12%.

The total inventory value as at 31 December 2025 amounted to VND 121.054.703.319, of which rice and paddy inventories (rice equivalent) totaled 10,913 tons, with a total value of VND 106.664.190.199. The carrying cost of rice inventories was consistent with market prices at the reporting date; therefore, the Company did not make any provision for inventory devaluation.

3. Report on business performance in accordance with Resolution No. 20/NQ-MCF-DHĐCĐ dated 17 April 2025 of the 2025 Annual General Meeting of Shareholders.

a. Results of key business indicators in 2025:

Unit: VND

No.	Indicator	Year 2025			Compared with 2024 (%)
		Plan	Actual	Actual vs. 2025 Plan (%)	
1	Total revenue	621.487.000.000	533.714.874.401	85,88%	108,01%
2	Profit before tax	12.500.000.000	12.522.523.259	100,18%	99,96%
3	State budget contribution	According to the Decision	5.606.952.844		106,23%
4	Average income	10.890.000	11.243.000	103,24%	116,92%

b. Performance results of business output by business segment:

ST T	Description	Unit	Year 2025		Actual vs. Plan (%)	Compared with the same period in 2024 (%)
			Plan	Actual		
I	Purchases					
1	- Food products (rice equivalent)	Tons	34.000	32.264	94,89	121,05
II	Sales					
1	- Food products sold	Tons	34.000	27.682	81,42	123,36
	Of which: + Exports	Tons	6.000	5.598		
	+ Domestic rice	Tons	28.000	22.084		
2	- Packaging materials	1000	7.000	5.168	73,83	94,55

		units				
3	- Mechanical services	VND bil- lion	25,000	22,071	88,28	139,93
4	- Concrete – construction materials	m3	60.000	50.712	84,52	118,88

c. Evaluation by business segment:

Food segment:

In 2025, the volume of food products sold reached 27.682 tons, equivalent to 81.42% of the annual plan (27.682 tons / 34.000 tons) and 123,36% compared to 2024. This result was achieved thanks to the Company's ability to maintain traditional customers while expanding its base of new clients. Orders from customers were placed regularly, and procurement activities were well managed from the beginning of 2025. This segment was the main contributor to the Company's profit in 2025.

Mechanical segment:

In 2025, revenue reached VND 22.071 billion, equal to 88,28% of the annual plan (VND 22.071 billion / VND 25 billion) and 139,93% compared to 2024. During the year, the mechanical division secured several contracts for repair, renovation, and upgrading of machinery and equipment systems within the parent corporation as well as from external private clients. However, this segment did not generate high profitability in 2025.

Concrete – Construction Materials segment:

Concrete sales volume in 2025 reached 50.712 m³, achieving 84,52% of the plan (50.712 m³ / 60.000 m³) and 118,88% compared to 2024. In the early months of the year, construction projects were slow to commence or operated at a moderate pace, while stone materials were scarce and difficult to procure. From Q3 2025, major projects were launched, leading to a recovery in concrete output. Overall, this segment operated efficiently and contributed positively to the Company's overall profit.

Packaging – Handicraft segment:

Packaging sales volume in 2025 reached 5,168 million units, equivalent to 73,83% of the annual plan (5,168 million units / 7 million units) and 94,55% compared to 2024. Although consumption was supported by customers within the parent corporation's system and external clients, intense price competition forced the Company to reduce selling prices significantly in order to maintain sales. Consequently, this segment did not achieve effective business performance in 2025.

The handicraft business recorded a loss of VND 536 million and was discontinued in accordance with Resolution No. 20/NQ-MCF-ĐHĐCĐ dated April 17, 2025. The loss resulted from inventory of straw raw materials and asset liquidation, both of which were completed in Q2 2025.

d. Investment activities in 2025

In 2025, the Company implemented investments with a **total value (excluding VAT) of VND 2.477.322.876.**

Including:

Acquisition of fixed assets: VND 1.127.800.000.

Major repairs and procurement of tools and equipment allocated over multiple periods: VND 1.349.522.876, including:

Renovation and upgrading of the Company's office building: VND 787.822.135

Digital transformation project (procurement of tools and equipment, including 28 desktop computers with licensed Windows and Office software, excluding monitors, keyboards, and mice): VND 561.700.741.

e. Transactions with related parties:

Pursuant to Resolution No. 20/NQ-MCF-GMS dated April 17, 2025 of the Company's 2025 Annual General Meeting of Shareholders, during 2025, the Company entered into contracts for the purchase and sale of goods and services with related parties, with a total value of VND 37.197.089.577, accounting for 22% of total assets as at December 31, 2025. These transactions have been fully recorded, disclosed in the Company's 2025 Corporate Governance Report, and reflected in the audited financial statements for 2025.

III. Orientation and tasks of the Supervisory Board in 2026:

Based on its functions and duties as stipulated in the Company's Charter on organization and operations, the Supervisory Board sets out the following key directions for 2026:

- To supervise and inspect the management and implementation of profit plans by the Board of Directors and the Executive Board, and to review the legality and appropriateness of business operations in accordance with the resolutions of the Annual General Meeting of Shareholders.

- To monitor and review the implementation of production and business plans and the Company's financial situation; to supervise the issuance of resolutions and decisions by the Board of Directors and the Executive Board.

- To coordinate with the Finance and Accounting Department in reviewing accounting records and books at affiliated subsidiaries to ensure compliance with legal regulations.

- To appraise the Company's semi-annual and annual financial statements.

IV. Remarks:

- The Board of Directors and the Executive Board have complied with the Company's Charter and relevant legal regulations. The Company has fulfilled its

production and business plan for 2025 in accordance with the resolution of the General Meeting of Shareholders.

- Information disclosure has been conducted fully and promptly, ensuring transparency for shareholders.

- The Company has maintained strict control over capital utilization and inventory management at its subsidiaries.

- Debt collection activities have been closely monitored and effectively implemented.

- The Company has expanded credit relationships and accessed competitive-interest funding sources, ensuring sufficient capital for procurement activities.

- Digital transformation initiatives have been actively implemented in line with actual conditions and financial capacity.

- Regular emulation movements have been launched to promote technical innovation, cost savings, and practical solutions to achieve business objectives.

The above is the Supervisory Board's report on the Company's production and business performance, the operational results of the Board of Directors and the Executive Board in 2025, as well as the Supervisory Board's activities in 2025 and its operational orientation for 2026.

The Supervisory Board respectfully submits this report to the Annual General Meeting of Shareholders 2026 for consideration and approval.

On behalf of the Supervisory Board, I would like to extend our best wishes for good health and happiness to all distinguished delegates and shareholders, and wish the General Meeting great success

Respectfully submitted.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**

Recipients:

- As above
- Shareholders
- Filed at Administration Office,
- Supervisory Board

Hoang Thi Lien

No:___/TTr-MCF-HĐQT

Tay Ninh, April 22, 2026

DRAFT

PROPOSAL

On the business and production plan and the investment in acquisition of fixed assets for 2026

To: **The General Meeting of Shareholders**
Mechanics Construction and Foodstuff Joint-Stock Company

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the business and production plan and the investment in acquisition of fixed assets for 2026 with the main targets as follows:

I. Business and production plan:

1. Purchases:

- Food products (rice equivalent): 34.000 tons

2. Sales:

- Food products (rice equivalent): 34.000 tons

- Packaging materials: 7.000.000 units

- Concrete: 60.000 m³

- Mechanical services revenue: VND 25 billion

3. Total revenue: VND 567,790 billion

4. Profit before tax: VND 12,6 billion

5. State budget contribution: In accordance with prevailing regulations.

II. Investment plan – acquisition of fixed assets:

No.	Name of investment item	Plan for 2026			Notes
		Total	Company's funds and Development Investment Fund	Borrowings	
I	Foodstuff Enterprise	1.000.000.000	1.000.000.000		
1	Floor elevation of Warehouse – Workshop No. 1	300.000.000	300.000.000		Carried forward from 2025
2	Investment in polishing machine and auxiliary equipment	700.000.000	700.000.000		
II	Construction and Mechanical Engineering Enterprise	9.300.000.000	9.300.000.000		
1	Investment in a 150	8.500.000.000	8.500.000.000		

	m ³ /h concrete batching plant and auxiliary equipment				
2	Wheel loader	800.000.000	800.000.000		
TOTAL		10.300.000.000	10.300.000.000		

(The investment value under this plan excludes taxes and fees as prescribed.)

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted./.

Recipients:

- Shareholders of the Company;
- State Securities Commission of Vietnam and Hanoi Stock Exchange;
- Vietnam Southern Food Corporation;
- Board of Directors and Supervisory Board of the Company;
- Board of Management of the Company;
- Filed at the Administration Department.

(Documents for the 2026 Annual General Meeting of Shareholders).

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
Chairman**

DOAN QUANG LONG

No.: ____/TTr-MCF-HĐQT

DRAFT

PROPOSAL

Regarding the approval of the audited 2025 Financial Statements

To: General Meeting of Shareholders
Mechanics Construction And Foodstuff Joint-Stock Company

Pursuant to Clause 1, Article 14 of the Charter of the Mechanics Construction And Foodstuff Joint-Stock Company, approved by the General Meeting of Shareholders on June 18, 2021, stipulating the rights and responsibilities of the General Meeting of Shareholders regarding the approval of the Company's audited annual financial statements.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 financial statements audited by CPA Vietnam Co., Ltd.

The financial statements prepared include the separate financial statements that have been publicly disclosed and posted on the website www.mecofood.com.vn

1. Independent Auditor's Report
2. Balance Sheet
3. Income Statement
4. Statement of Cash Flows
5. Notes to the Financial Statements

The full text of the audited 2025 financial statements has been publicly disclosed, in which the independent audit report states the following:

In our opinion, the accompanying Financial Statements gives a true and fair view of, in all material respects, the financial position of Mechanics Construction and Foodstuff Joint-Stock Company as at December 31, 2025 and the results of its operations and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of the Financial Statements in Vietnam.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

Recipients:

- Company Shareholders;
- SSC, HNX;
- VINAFOOD II;
- BOD, Supervisory Board;
- Management Board;
- Archive: Documentation Department
(2026 AGM Documents).

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

ĐOAN QUANG LONG

GENERAL MEETING OF
SHAREHOLDERS
MECHANICS CONSTRUCTION
AND FOODSTUFF JOINT-STOCK
COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Tay Ninh, April 22, 2026

No.: ____/TTr-MCF-HĐQT

DRAFT

PROPOSAL

**“Regarding the profit distribution plan for 2025
And the profit distribution plan for 2026”**

**To: General Meeting of Shareholders
Mechanics Construction and Foodstuff Joint-Stock Company**

*Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders;
Pursuant to the audited 2025 Financial Statements;
Pursuant to the Company's 2026 production and business plan.*

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval the profit distribution plan for 2025 and the profit distribution plan for 2026 as follows:

1. Profit distribution plan for 2025:

Unit: VND

No.	CONTENT	% Ratio 2025	Ratio % Actual 2025	2025 GMS RESOLUTION	ACTUAL 2025	(%) vs GMS Resolution
I	Output					
1	Purchases: Foodstuff converted to rice			34.000	32.264	94,89%
2	Sales:					
	- Rice converted to rice			34.000	27.682	81,42%
	- Packaging			7.000.000	5.168.000	73,83%
II	Financial indicators					
1	Total revenue			621.487.000.000	533.714.874.401	85,88%
2	Profit before tax			12.500.000.000	12.522.523.259	100,18%
3	Profit after tax for distribution			10.031.368.071	10.307.092.867	102,75%
	- Retained earnings from previous years			31.368.071	31.368.071	100,00%
	- Profit after tax for the current year			10.000.000.000	10.275.724.796	102,76%
4	Source for remuneration, fund appropriation, and dividends			10.000.000.000	10.275.724.796	102,76%
a	Remuneration for BOD members not directly involved in production and business management			272.400.000		
b	Reward fund for managers and	4,1%	4,0%	412.770.000	412.770.000	100,00%

	executive board					
c	Development investment fund	9,3%	12,5%	931.483.000	1.284.465.600	137,89%
d	Reward and welfare fund	14,0%	14,5%	1.397.225.000	1.489.980.095	106,64%
e	Dividend payment			7.005.594.700	7.005.594.700	100,00%
5	Dividend payout ratio/Charter Capital 107,778,380,000 VND			6,50%	6,50%	100,00%
6	Remaining profit after dividend payment			11.895.371	114.282.472	

2. Profit distribution plan after tax for 2026:

Unit: VND

No.	CONTENT	Ratio % Actual 2025	Ratio % Plan 2026	ACTUAL 2025	PLAN 2026 Business Plan	(%) vs Actual 2025
I	Output					
1	Purchases: Foodstuff converted to rice			32.264	34.000	105,38%
2	Sales:					
	- Rice converted to rice			27.682	34.000	122,82%
	- Packaging			5.168.000	7.000.000	135,45%
II	Financial indicators					
1	Total revenue			533.714.874.401	567.790.000.000	106,38%
2	Profit before tax			12.522.523.259	12.600.000.000	100,62%
3	Profit after tax for distribution			10.307.092.867	10.194.282.472	98,91%
	- Retained earnings from previous years			31.368.071	114.282.472	364,33%
	- Profit after tax for the current year			10.275.724.796	10.080.000.000	98,10%
4	Source for remuneration, fund appropriation, and dividends			10.275.724.796	10.194.282.472	99,21%
a	Remuneration for BOD members not directly involved in production and business management					
b	Reward fund for managers and executive board	4,0%	4,0%	412.770.000	412.770.000	100,00%
c	Development investment fund	12,5%	10,0%	1.284.465.600	1.019.428.247	79,37%
d	Reward and welfare fund	14,5%	17,0%	1.489.980.095	1.733.028.020	116,31%
e	Dividend payment			7.005.594.700	7.005.594.700	100,00%
5	Dividend payout ratio/Charter Capital 107.778.380.000 VND			6,50%	6,50%	100,00%
6	Remaining profit after dividend payment			114.282.472	23.461.505	

Authorize the Board of Directors to decide on the timing of dividend payments for 2025 and advance dividends for 2026 (if deemed necessary), and to carry out the necessary procedures to finalize the list of shareholders with the Vietnam Securities Depository and Clearing Corporation.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted./.

Recipient:

- Shareholders;
 - SSC, HNX;
 - Southern Food Corporation;
 - BOD, Supervisory Board of the Company;
 - Board of Management of the Company;
 - Archive, Administration
- (2026 Annual GMS Documents).

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

DOAN QUANG LONG

Tay Ninh, April 22, 2026

No: ____/TTr-MCF-HĐQT

DRAFT

PROPOSAL

Re: Salary Fund and Remuneration Implemented in 2025 and Plan for Salary Fund and Remuneration for 2026

To: The General Meeting of Shareholders
Mechanics Construction and Foodstuff Joint-Stock Company

Pursuant to the Resolution of the Annual General Meeting of Shareholders in 2025;

Pursuant to the audited Financial Statements for the fiscal year 2025;

Pursuant to the Company's business plan for 2026.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the proposal on the salary fund and remuneration implemented in 2025 and the plan for salary fund and remuneration for 2026, as follows:

1. Implemented Salary Fund for Managers, Employees and the Executive Board; Remuneration for Members of the Board of Directors and the Supervisory Board in 2025:

1.1 Salary Fund for Managers, Employees and the Executive Board:

Unit: VND

Description	Planned Salary Fund 2025	Actual Salary Fund 2025
Salary Fund Allocated to Production and Business Expenses	30.448.000.000	30.088.945.231
Of which:		
- Salary Fund for Managers	1.325.880.000	999.730.000
- Salary Fund for Employees and the Executive Board	29.122.120.000	29.089.215.231

1.2 Remuneration for Members of the Board of Directors and the Supervisory Board amounts to **VND 424.773.000**, detailed as follows:

- Board of Directors: VND 316.773.000
- Supervisory Board: VND 108.000.000

2. Plan for Salary Fund for Managers, Employees and the Executive Board; Remuneration for Members of the Board of Directors and the Supervisory Board in 2026:

2.1 Salary Fund for Managers, Employees and the Executive Board:

Unit: VND

Description	Year 2025		2026 Plan
	Planned	Actual	
Salary Fund Allocated to Production and Business Ex-	30.448.000.000	30.088.945.231	30.001.000.000

penses			
Of which:			
- Salary Fund for Managers	1.325.880.000	999.730.000	888.000.000
- Salary Fund for Employees and the Executive Board	29.122.120.000	29.089.215.231	29.113.000.000

2.2 Salary for Full-time Members of the Board of Directors in 2026:

Pursuant to Decree No. 248/2025/ND-CP dated September 15, 2025, the basic salary of the Chairman of the Board of Directors is determined as follows:

Unit: VND

No.	Position	Basic Salary (Monthly)	Planned Salary (Monthly)	Notes
1	Chairman of the Board of Directors	37.000.000	74.000.000	

2.3 Remuneration for Members of the Board of Directors and the Supervisory Board is detailed as follows:

- Members of the Board of Directors (04 persons): 7.000.000 VND/person/month

The remuneration of the Members of the Board of Directors shall be finalized at year-end and shall not exceed 20% of the actual salary of full-time members of the Board of Directors.

Pursuant to Clause 1, Article 4 and Article 6 of Decree No. 248/2025/ND-CP dated September 15, 2025, the remuneration of the Supervisory Board is determined as follows:

- Head of the Supervisory Board (*Non-full-time*): 6.200.000 VND/person/month

- Members of the Supervisory Board (*02 persons*): 4.500.000 VND/person/month

The remuneration of the Supervisory Board shall be finalized in the same manner as that of non-executive members of the Board of Directors.

Based on the salary fund and the planned remuneration levels, the Company shall determine appropriate salary levels and make monthly salary advances to managers and the Executive Board; and monthly remuneration advances not exceeding the approved plan.

Based on the year-end business performance and relevant regulations, the Company will report to the General Meeting of Shareholders on the implementation of the salary fund and the total remuneration paid to position holders.

Sincerely./.

Recipients:

- Company Shareholders;
- State Securities Commission of Vietnam (SSC), Hanoi Stock Exchange (HNX);
- Southern Food Corporation;
- Board of Directors, Supervisory Board of the Company;
- Board of Management of the Company;
- Filed: Administration Department
(Documents for the 2026 Annual General Meeting of Shareholders)

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
Chairman**

DOAN QUANG LONG

Tay Ninh, April 22, 2026

No.: ____/TTr-MCF-HĐQT

DRAFT

PROPOSAL

Regarding the execution of contracts or transactions with related parties under the authority of the Board of Directors.

**To: General Meeting of Shareholders
Mechanics Construction And Foodstuff Joint-Stock Company**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter of Mechanics Construction And Foodstuff Joint-Stock Company.

The Board of Directors of Mechanics Construction And Foodstuff Joint-Stock Company submits to the 2026 Annual General Meeting of Shareholders for approval the authorization of the General Director to decide on contracts or transactions under the authority of the Board of Directors according to Clause 2, Article 167 of the Law on Enterprises No. 59/2020/QH14 and Point a, Clause 4, Article 36 of the Company's Charter, specifically as follows:

Approve the Board of Directors to authorize the General Director to decide on contracts or transactions with a value of less than 35% of the total asset value recorded in the Company's latest Financial Statements signed between the company and the following entities:

- Entities related to major shareholders owning 60% of the company's charter capital (Vietnam Southern Food Corporation - Joint Stock Company):

- + Vietnam Vietnam Southern Food Corporation - Joint Stock Company

- + *Member companies, branches of Vietnam Southern Food Corporation - Joint Stock Company*

- + *Subsidiaries of Vietnam Southern Food Corporation - Joint Stock Company*

- + *Entities that are members of the Board of Directors, Supervisory Board, Board of General Directors, Chief Accountant of the Company and related individuals and organizations; or organizations related to members of the Board of Directors, Supervisory Board, Board of General Directors, Chief Accountant of the Company.*

- The Board of Directors approves the authorization of the General Director to decide on contracts and transactions with the above entities in 2026 (from 2026-01-01 to the date of the 2027 Annual General Meeting of Shareholders). The General Director shall report in writing to the Board of Directors no later than 3 working days from the date the company signs a transaction contract with the related entities

mentioned above, clearly stating some main contents of the contract (name of goods, quantity, contract value, payment method, delivery time, effectiveness of the contract and attached signed contract).

Submit to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted./.

Recipients:

- Company Shareholders;
- SSC, HNX;
- VINAFOOD II;
- BOD, Supervisory Board;
- Management Board;
- Archive: Documentation Department
(2026 AGM Documents).

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

DOAN QUANG LONG

Tây Ninh, April 22, 2026

No.: ____/TTr-MCF-HĐQT

PROPOSAL

Regarding the selection of an audit firm for the 2026 semi-annual and annual financial statement audits

DRAFT

**To: General Meeting of Shareholders
Mechanics Construction And Foodstuff Joint-Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Law on Accounting No. 88/2015/QH13 dated November 20, 2015 and its guiding documents;
- Pursuant to the Charter of Mechanics Construction And Foodstuff Joint-Stock Company.

To ensure accurate and transparent public disclosure of the company's financial status, the Supervisory Board requests the 2026 Annual General Meeting of Shareholders to select an independent audit firm as follows:

1. Criteria for selecting an independent audit firm:

- An independent auditing firm with a good reputation, authorized to operate in Vietnam, and approved by the State Securities Commission to conduct audits for issuers, listed companies, and securities trading organizations.
- No conflict of interest when auditing the financial statements of the Mechanical and Food Processing Construction Joint Stock Company (auditing financial statements must remain independent of financial statement preparation consultancy)
- Extensive experience in auditing public companies in Vietnam;
- Reputable audit quality;
- Reasonable audit fees, commensurate with the audit quality and scope requested by Mechanics Construction And Foodstuff Joint-Stock Company.

2. Proposed independent audit firms:

With the above selection criteria, the Supervisory Board proposes 04 (four) audit firms for the provision of semi-annual financial statement review and 2026 annual financial statement audit services, as follows:

- KPMG Vietnam Ltd.
- CPA Vietnam Auditing Company Limited
- Deloitte Vietnam Ltd.
- Ernst & Young Vietnam Ltd.

3. Opinion of the Supervisory Board:

The Supervisory Board respectfully submits to the General Meeting of Shareholders:

- Approval of the selection criteria and the list of 04 independent audit firms mentioned above as the basis for selecting the service provider for the semi-annual financial statement review and the 2026 annual financial statement audit.

- Authorization of the Board of Directors to select one of the proposed audit firms and assignment of the General Director to sign the service contract for the semi-annual financial statement review and the 2026 annual financial statement audit of Mechannics Construction And Foodstuff Joint-Stock Company.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincere thanks!

Recipients:

- Company Shareholders;
- SSC, HNX;
- VINAFOOD II;
- BOD, Supervisory Board;
- Management Board;
- Archive: Documentation Department
(2026 AGM Documents).

**ON BEHALF OF THE
SUPERVISORY BOARD
HEAD OF THE BOARD**

HOANG THI LIEN

Tay Ninh, April 22, 2026

No.: ____/TTr-MCF-HĐQT

DRAFT

PROPOSAL

Re: Amendments and Supplements to the Charter of Mechanics Construction and Foodstuff Joint-Stock Company

**To: General Meeting of Shareholders
Mechanics Construction and Foodstuff Joint-Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Mechanics Construction and Foodstuff Joint-Stock Company.

Based on practical requirements in the management and operation of the Company, the Board of Directors has reviewed the current Charter of the Company. Following such review, the Board of Directors has identified that certain Articles and Clauses of the Charter need to be amended and supplemented to ensure compliance with the Law on Enterprises and to enhance the Company's governance and operational efficiency.

The Board of Directors of Mechanics Construction and Foodstuff Joint-Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. To approve the amendments and supplements to the Charter on organization and operation of Mechanics Construction and Foodstuff Joint-Stock Company in accordance with the draft Charter attached hereto.

2. Assign to the legal representative of Mechanics Construction and Foodstuff Joint-Stock Company to finalize the draft Charter and carry out procedures for promulgation of the Charter in compliance with the provisions of law and the regulations of Mechanics Construction and Foodstuff Joint-Stock Company.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Recipients:

- Shareholders of the Company;
 - SSC, HNX;
 - Vinafood II;
 - BOD, BOS of the Company;
 - BOM of the Company;
 - Filed: Archives
- (AGM 2026 documents).

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

DOAN QUANG LONG

**VIETNAM SOUTHERN FOOD CORPORATION
– JOINT STOCK COMPANY**

DRAFT



CHARTER

**MECHANICS CONSTRUCTION AND FOODSTUFF
JOINT-STOCK COMPANY
(MECOFOOD)**

Tay Ninh, April ..., 2026

MỤC LỤC

PREAMBLE-----	1
CHAPTER I - DEFINITION OF TERMS IN THE CHARTER-----	1
Article 1. Definitions-----	1
CHAPTER II - NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING TERM OF THE COMPANY-----	2
Article 2. Name, form, headquarters, branches, representative offices, and operating term of the Company-----	2
CHAPTER III - OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY-----	2
Article 3. Operational Objectives of the Company-----	2
Article 4. Scope of Business and Operations-----	3
CHAPTER IV - CHARTER CAPITAL, SHARES-----	3
Article 5. Charter Capital, Shares-----	3
Article 6. Share Certificates-----	4
Article 7. Other Securities Certificates-----	4
Article 8. Offering and Transfer of Shares-----	5
Article 9. Forfeiture of Shares-----	5
CHAPTER V - MANAGEMENT ORGANIZATION STRUCTURE-----	6
Article 10. Management Organization Structure-----	6
CHAPTER VI - SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS-----	6
Article 11. Rights of Shareholders-----	6
Article 12. Obligations of Shareholders-----	8
Article 13. General Meeting of Shareholders-----	8
Article 14. Rights and Duties of the General Meeting of Shareholders-----	10
Article 15. Authorized representatives-----	11
Article 16. Variation of rights-----	12
Article 17. Meeting agenda and notice of the General Meeting of Shareholders-----	12
Article 18. Conditions for conducting the General Meeting of Shareholders-----	14
Article 19. Procedures for conducting and voting at the General Meeting of Shareholders -----	14
Article 20. Conditions for approval of resolutions of the General Meeting of Shareholders -----	16
Article 21. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders-----	17

Article 22. Minutes of the General Meeting of Shareholders-----	19
Article 23. Request for cancellation of decisions of the General Meeting of Shareholders -----	20
CHAPTER VII - BOARD OF DIRECTORS-----	21
Article 24. Composition and term of members of the Board of Directors-----	21
Article 25. Powers and duties of the Board of Directors-----	23
Article 26. Chairperson of the Board of Directors-----	25
Article 27. Meetings of the Board of Directors-----	26
Article 28. Internal Audit Committee-----	30
Article 29. Organization of the management apparatus-----	31
Article 30. Managers-----	31
Article 31. Appointment, dismissal, duties, and powers of the General Director-----	31
Article 32. Company Secretary-----	32
CHAPTER IX - BOARD OF SUPERVISORS-----	33
Article 33. Members of the Board of Supervisors-----	33
Article 34. Board of Supervisors-----	34
CHAPTER X - DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND MANAGERS-----	35
Article 35. Duty of care-----	35
Article 36. Duty of loyalty and avoidance of conflicts of interest-----	35
Article 37. Liability for damages and compensation-----	37
CHAPTER XI - RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS-----	37
Article 38. Right to investigate books and records-----	37
CHAPTER XII - EMPLOYEES AND TRADE UNION-----	38
Article 39. Employees and trade union-----	38
CHAPTER XIII - PROFIT DISTRIBUTION-----	38
Article 40. Dividends-----	38
Article 41. Profit distribution-----	39
CHAPTER XIV - BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM-----	39
Article 42. Bank accounts-----	39
Article 43. Fiscal year-----	39
Article 44. Accounting system-----	39
CHAPTER XV - ANNUAL REPORTS, DISCLOSURE RESPONSIBILITIES, AND PUBLIC ANNOUNCEMENTS-----	40
Article 45. Annual, semi-annual, and quarterly reports-----	40
Article 46. Information disclosure and public announcements-----	40

CHAPTER XVI - COMPANY AUDIT-----	40
Article 47. Audit-----	40
CHAPTER XVII - SEAL-----	41
Article 48. Seal-----	41
CHAPTER XVIII - TERMINATION OF OPERATION AND LIQUIDATION-----	41
Article 49. Termination of operation-----	41
Article 50. Deadlock between members of the Board of Directors and shareholders-----	41
Article 51. Extension of operation-----	42
Article 52. Liquidation-----	42
CHAPTER XIX - INTERNAL DISPUTE RESOLUTION-----	43
Article 53. Internal dispute resolution-----	43
CHAPTER XX - AMENDMENTS AND SUPPLEMENTS TO THE CHARTER-----	43
Article 54. Amendments and supplements to the Charter-----	43
CHAPTER XXI - EFFECTIVE DATE-----	43
Article 55. Effective date-----	43
Article 56. Signature of the Company's Legal Representative./-----	44

PREAMBLE

This Charter was adopted by Mechanics Construction and Foodstuff Joint-Stock Company pursuant to the Resolution of the General Meeting of Shareholders held on June 18, 2021.

CHAPTER I - DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

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

a. “The Company” means Mechanics Construction and Foodstuff Joint-Stock Company;

b. “General Meeting of Shareholders” means the highest decision-making body of the Company, comprising all shareholders with voting rights;

c. “Board of Directors” means the Board of Directors of the Company;

d. “Business Territory” means the territory of Vietnam and overseas;

e. “Shareholder” means any individual or organization owning at least one share of the Company;

f. “Dividend” means the net profit paid for each share in cash or other assets from the Company’s remaining profit after all financial obligations have been fulfilled;

g. “Vietnam” means the Socialist Republic of Vietnam; h. “Charter Capital” means the amount of capital contributed by all shareholders as stipulated in Article 5 of this Charter;

i. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.

j. “Date of Establishment” means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate)..

k. “Managers” include the Chairman of the Board of Directors, the Head of the Board of Supervisors (if full-time), the General Director, Deputy General Directors, the Chief Accountant, and other management positions within the Company;

l. “Related Persons” means any organization or individual as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

m. “Operating Term” means the duration of the Company's operations as stipulated in Article 2 of this Charter and any extension period (if any) approved by a Resolution of the General Meeting of Shareholders.

n. “State-owned Enterprises” include enterprises in which the State holds more than 50% of the charter capital or the total number of voting shares as prescribed in Article 88 of the Law on Enterprises.

2. In this Charter, any references to one or more specific regulations or documents shall include any subsequent amendments or replacement documents.

3. The headings (Chapters and Articles of this Charter) are used for

convenience and reference purposes only and shall not affect the interpretation or content of this Charter.

CHAPTER II - NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING TERM OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, and operating term of the Company

1. Company Name

- Vietnamese name: **CÔNG TY CỔ PHẦN XÂY LẬP - CƠ KHÍ VÀ LƯƠNG THỰC THỰC PHẨM.**

- English name: **MECHANICS CONSTRUCTION AND FOODSTUFF JOINT STOCK COMPANY.**

- Abbreviated name: **MECOFOOD.**

- Stock code: **MCF.**

2. The Company is a Joint-Stock Company with legal entity status in accordance with the current laws of Vietnam.

3. Registered Headquarters of the Company:

- Address: No. 29 Nguyen Thi Bay, Long An Ward, Tay Ninh Province.

- Telephone: 0272.3521212 - 3821780 Fax: 02723.521252

- E-mail: info@mecofood.com.vn Website: www.mecofood.com.vn

4. The General Director is the Legal Representative of the Company.

5. The Company may establish branches and representative offices within the Business Territory to perform its operational objectives, subject to Resolutions of the Board of Directors and within the scope permitted by law.

6. Unless terminated prematurely in accordance with Clause 2, Article 49 of this Charter, the Company's operating term shall commence from the Date of Establishment and shall be indefinite.

CHAPTER III - OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 3. Operational Objectives of the Company

1. The Company's business sectors include:

- Manufacturing and processing of food and foodstuff products;

- Manufacturing, trading, importing, and exporting machinery and equipment for food, foodstuff, and agricultural product processing, and various mechanical products;

- Provision of inland waterway and road freight transport services;

- Manufacturing, trading, importing, exporting, and domestic distribution of various types of packaging, and handicraft products made from young rice plants and dried straw;

- Importing, exporting, and domestic distribution of food, agricultural products, and foodstuffs;
 - Manufacturing and trading of construction materials;
 - Real estate business and infrastructure investment;
 - Consultancy, design, production, and construction/installation in the fields of mechanics, electricity, and construction. Leasing of warehouses and yards at locations managed and used by the Company.
2. The Company's operational objectives are:

The Company is established to mobilize and utilize capital effectively in developing its registered business lines, aiming to maximize profits, increase dividends for shareholders, create stable employment for laborers, contribute to the State budget, and develop the Company.

Article 4. Scope of Business and Operations

1. The Company is permitted to plan and conduct all business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with the provisions of current laws, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other sectors as permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV - CHARTER CAPITAL, SHARES

Article 5. Charter Capital, Shares

1. The Charter Capital of the Company is 107.778.380.000 VND (*One hundred and seven billion, seven hundred and seventy-eight million, three hundred and eighty thousand Vietnamese Dong*).

The total charter capital of the Company is divided into 10.777.838 (*Ten million, seven hundred and seventy-seven thousand, eight hundred and thirty-eight*) shares, with a par value of 10.000 VND per share.

2. The Company may adjust its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of adoption of this Charter are ordinary shares.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered with priority to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must notify shareholders in writing of the share offering; the notice must specify the number of shares offered and a suitable subscription period (at least 15 days before the end of the subscription period) so that shareholders can register their purchase. Any shares not fully subscribed by shareholders shall be decided by the Board of

Directors. The Board of Directors may distribute such shares to other parties under terms and manners it deems appropriate, provided that these shares are not sold under conditions more favorable than those offered to existing shareholders, except where otherwise approved by the General Meeting of Shareholders or where shares are sold via the Stock Exchange through an auction method.

6. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and current law. Ordinary shares repurchased by the Company are treasury shares, and the Board of Directors may offer them in manners consistent with the provisions of this Charter, the Law on Securities, and relevant guiding documents.

7. The Company may issue other types of securities upon unanimous written approval by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the securities market.

Article 6. Share Certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number and type of shares they own, except as provided in Clause 6 of this Article.

2. Share certificates must bear the Company's seal and the signature of the Company's legal representative in accordance with the Law on Enterprises. A share certificate must clearly state the quantity and type of shares held by the shareholder, the full name of the holder (for registered shares), and other information as prescribed by the Law on Enterprises.

3. Within two (02) months from the date of submission of a complete application for transfer of share ownership as regulated by the Company, or within two (02) months (or another period as specified in the issuance terms) from the date of full payment for shares as stipulated in the Company's share issuance plan, the share owner shall be issued a share certificate. The shareholder shall not be required to pay the Company for the costs of printing share certificates.

4. In the event a share certificate is lost, destroyed, or damaged in any form, the owner of such shares may request the issuance of a new share certificate, provided that they provide evidence of share ownership and pay all related costs to the Company.

5. Owners of bearer share certificates are personally responsible for the preservation of their certificates, and the Company shall not be held liable in cases where these certificates are stolen or used for fraudulent purposes.

6. The Company may issue registered shares in non-certificate form. The Board of Directors may issue written regulations allowing registered shares (whether in certificate or non-certificate form) to be transferred without requiring a written transfer instrument. The Board of Directors may issue regulations on certificates and the transfer of shares in accordance with the provisions of the Law on Enterprises, the law on securities, the securities market, and this Charter.

Article 7. Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued with the seal and the specimen signature of the Company's legal representative, unless the terms and conditions of issuance provide otherwise.

Article 8. Offering and Transfer of Shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred and are not entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity sources, or the right to purchase newly offered shares.

3. The Board of Directors shall decide on the timing, method, and selling price of shares. The selling price of shares shall not be lower than the market price at the time of offering or the most recent book value per share, except in the following cases:

a. Shares offered for the first time to persons who are not founding shareholders;

b. Shares offered to all shareholders in proportion to their existing shareholding in the Company;

c. Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by the Board of Directors.

4. In the event a shareholder transfers only a portion of the shares within a registered share certificate, the old certificate shall be canceled, and a new certificate recording the remaining shares shall be issued free of charge.

Article 9. Forfeiture of Shares

1. In the event a shareholder fails to pay the full amount due for the purchase of shares by the deadline, the Board of Directors shall issue a notice requiring that shareholder to pay the remaining balance along with interest on that amount and any costs incurred by the Company due to the non-payment as regulated.

2. The aforementioned payment notice must clearly state the place of payment, the new payment deadline (at least seven (7) days from the date of the notice), and must specify that if payment is not made as requested, the unpaid shares will be forfeited.

3. If the requirements in the aforementioned notice are not met before full payment of all dues, interest, and related costs is made, the Board of Directors has the right to forfeit those shares. The Board of Directors may accept the surrender of forfeited shares as provided in Clauses 4, 5, and 6 of this Article and in other cases stipulated in this Charter.

4. Forfeited shares are considered shares entitled to be offered for sale. The Board of Directors may directly sell, redistribute, or dispose of them—or authorize

such actions—to the person who previously owned the forfeited shares or to other parties under terms and manners that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their status as shareholders regarding those shares, but they remain liable to pay all related amounts plus interest at a rate determined by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to enforce payment of the total value of the shares at the time of forfeiture or may waive part or all of that amount.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains valid even in the event of an error or negligence in sending the notice.

CHAPTER V - MANAGEMENT ORGANIZATION STRUCTURE

Article 10. Management Organization Structure

The management organization structure of the Company comprises:

- a. The General Meeting of Shareholders;
- b. The Board of Directors;
- c. The Board of Supervisors;
- d. The General Director.

CHAPTER VI - SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the scope of the capital they have contributed to the Company.

2. Holders of ordinary shares have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative as prescribed by law. Each ordinary share carries one vote;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To be given priority in purchasing new shares in proportion to their respective ownership of ordinary shares in the Company;
- d. To freely transfer their shares to others, except for cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e. To consider, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request corrections to their own inaccurate information;
- f. To consider, look up, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company after the Company has paid its creditors and holders of other types of shares as prescribed by law.

3. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:

a. To consider, look up, and extract the minute book, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions required to be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets;

b. To request the convening of a General Meeting of Shareholders in the cases stipulated in Clause 4 of this Article;

c. To request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing and include the following: full name, contact address, nationality, and number of legal identification documents for individual shareholders; name, enterprise code or legal identification number, and head office address for institutional shareholders; the number of shares and the timing of share registration of each shareholder, the total number of shares of the group, and the ownership percentage of the Company's total shares; the issue to be inspected, and the purpose of the inspection;

d. Other rights as prescribed by the Law on Enterprises and the Company's Charter.

4. A shareholder or a group of shareholders as specified in Clause 3 of this Article has the right to request the convening of a General Meeting of Shareholders in the following cases:

a. The Board of Directors seriously violates the rights of shareholders or the obligations of managers, or makes decisions beyond its assigned authority;

b. The term of the Board of Directors has exceeded six months and a new Board of Directors has not been elected for replacement;

The request to convene a General Meeting of Shareholders must be made in writing and include the following: full name, contact address, nationality, and number of legal identification documents for individual shareholders; name, enterprise code or legal identification number, and head office address for institutional shareholders; the number of shares and the timing of share registration of each shareholder, the total number of shares of the group, the ownership percentage of the Company's total shares, and the grounds and reasons for the request. The request must be accompanied by documents and evidence regarding the violations of the Board of Directors, the severity of the violations, or the decisions made beyond authority.

5. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Board of Supervisors, in accordance with Clause 2, Article 24 and Clause 4, Article 33 of this Charter.

6. Other rights as prescribed by the Law on Enterprises and the Company's Charter.

Article 12. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Charter and regulations of the Company; to observe Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

2. To pay for shares committed to purchase in full and on time. Shareholders must not withdraw capital contributed by ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another party. In the event a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and any resulting damages.

3. To provide an accurate address when registering to purchase shares;

4. To perform other obligations in accordance with current law and the Company's Charter;

5. To take personal responsibility when acting in the name of the Company in any form to perform one of the following acts:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Paying debts that are not yet due when the Company faces potential financial risks.

6. To keep confidential the information provided by the Company and use such information only to exercise and protect their own legal rights and interests; it is strictly prohibited to distribute, copy, or send information provided by the Company to other organizations or individuals.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent authority of the Company. The Annual General Meeting (AGM) shall be held once (01) every year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end date of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting in case of necessity, but not exceeding six (06) months from the end date of the fiscal year.

2. The Board of Directors shall organize the convening of the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, particularly adopting the annual financial statements and the financial budget for the following fiscal year. Independent auditors shall be invited to attend the meeting to provide advice for the adoption of the annual financial

statements.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders (EGM) in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The annual balance sheet, quarterly or semi-annual reports, or the audit report of the fiscal year reflect that the equity has decreased by half (1/2) compared to the amount at the beginning of the period;
- c. The number of members of the Board of Directors is fewer than the number required by law or fewer than half of the number of members stipulated in the Charter;
- d. A shareholder or group of shareholders as specified in Clause 3, Article 11 of this Charter requests the convening of the General Meeting of Shareholders via a written petition. The written petition for convening must clearly state the reason and purpose of the meeting and be signed by the relevant shareholders, or the written request may be made in multiple counterparts, provided that each counterpart bears the signature of at least one relevant shareholder;
- e. The Board of Supervisors requests a meeting if they have reason to believe that members of the Board of Directors or senior managers have seriously violated their obligations under Article 140 of the Law on Enterprises, or if the Board of Directors acts or intends to act beyond its scope of authority;
- f. Other cases as prescribed by law and the Company's Charter.

4. Convening an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining Board members is as specified in Point c, Clause 3 of this Article, or upon receiving the requests specified in Point d and Point e, Clause 3 of this Article.

b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then within the next thirty (30) days, the shareholder or group of shareholders making the request as specified in Point d, Clause 3 of this Article shall have the right to replace the Board of Directors and the Board of Supervisors in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the meeting has the right to request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

d. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include

expenses incurred by shareholders when attending the meeting, such as accommodation and travel costs.

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

1. The Annual General Meeting of Shareholders has the right to discuss and approve:

- a. The annual audited financial statements;
- b. The assessment reports of the Board of Supervisors;
- c. The reports of the Board of Directors;
- d. Short-term and long-term development plans of the Company;
- e. Internal corporate governance regulations; operational regulations of the Board of Directors and the Board of Supervisors.

2. The Annual and Extraordinary General Meetings of Shareholders shall pass written decisions on the following matters:

a. Approval of annual financial statements; the Company's annual business plans;

b. The annual dividend rate for each type of share in accordance with the Law on Enterprises and the rights attached to such shares. This dividend rate shall not be higher than the rate proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

c. The number of members of the Board of Directors and the Board of Supervisors;

d. Approval of the list of authorized auditing firms; deciding on the authorized auditing firm to conduct inspections of the Company's activities when deemed necessary;

e. Election, dismissal, removal, and replacement of members of the Board of Directors and the Board of Supervisors;

f. The total remuneration for members of the Board of Directors and the Remuneration Report of the Board of Directors;

g. Supplements and amendments to the Company's Charter;

h. Types of shares and the number of new shares to be issued for each type;

i. Division, separation, consolidation, merger, or conversion of the Company;

j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

k. Inspection and handling of violations by the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;

l. Decisions on investment or the sale of assets of the Company or its branches with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent audited financial statements;

m. The Company's repurchase of more than 10% of any type of issued shares;

n. The execution of contracts by the Company or its branches with persons

specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the Company and its branches as recorded in the most recent audited financial statements;

o. Reports of the Board of Directors on corporate governance and the performance results of the Board of Directors and each of its members;

p. Reports of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director; self-assessment reports on the performance of the Board of Supervisors and its members;

q. Other matters as prescribed by this Charter and other regulations of the Company.

3. Shareholders are not permitted to vote in the following cases:

a. Contracts specified in Point n, Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract;

b. The repurchase of shares from that shareholder or a related person of that shareholder, except where the repurchase is conducted in proportion to the ownership of all shareholders or through order matching or a public tender offer on the Stock Exchange.

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

Article 15. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may attend in person or authorize their representatives to attend. In case more than one authorized representative is appointed, the specific number of shares and votes for each representative must be determined.

2. Authorization for a representative to attend the General Meeting of Shareholders must be made in writing. The power of attorney shall be prepared in accordance with the law on civil matters and must bear signatures as follows:

a. In case the authorizing shareholder is an individual, it must bear the signature of that shareholder and the representative authorized to attend, along with documents as prescribed in accordance with the law and the Company's regulations. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b. In case the authorizing shareholder is an organization, it must bear the signature of the authorized representative, the legal representative of the shareholder, and the representative authorized to attend;

c. In other cases, it must bear the signature of the legal representative of the shareholder and the representative authorized to attend. The representative authorized to attend the General Meeting of Shareholders must submit the power of attorney before entering the meeting room.

d. Other tasks serving the meeting.

3. In case a lawyer signs the appointment of a representative on behalf of the

authorizer, the appointment of a representative in this case shall only be considered valid if the appointment document is presented together with the power of attorney for the lawyer or a certified copy of that power of attorney (if not previously registered with the Company).

4. Except for the case specified in Clause 5 of this Article, the vote of the authorized representative attending the meeting within the scope of authorization remains valid in any of the following cases:

a. The authorizer has died, has limited civil act capacity, or has lost civil act capacity;

b. The authorizer has revoked the appointment of authorization;

c. The authorizer has revoked the authority of the person performing the authorization.

5. The provisions of Clause 2 of this Article shall not apply in case the Company receives notice of one of the events mentioned in Clause 4 of this Article before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Variation of rights

1. The variation or cancellation of special rights attached to a class of preference shares shall be effective when passed by shareholders holding over 50% of ordinary shares attending the meeting and simultaneously passed by shareholders holding at least 65% of the voting rights of the aforementioned class of preference shares.

2. The organization of a meeting mentioned in Clause 1 of this Article is only valid when there are at least two (2) shareholders (or their authorized representatives) holding at least one-third ($1/3$) of the par value of the issued shares of that class. In case there is an insufficient number of attendees as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and holders of shares of that class (regardless of the number of persons and number of shares) present in person or through authorized representatives shall be considered as sufficient to meet the required quorum. At the separate meetings mentioned above, holders of shares of that class present in person or through representatives may request a secret ballot, and each person casting a secret ballot shall have one vote for each share of that class owned.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions of Article 18 and Article 20 of this Charter.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares with preferential rights regarding some or all matters related to the sharing of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 17. Meeting agenda and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases prescribed in

Point b or Point c, Clause 4 of Article 13 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following duties:

a. Prepare a list of shareholders eligible to attend and vote at the Meeting within ten (10) days before the date of sending the invitation to the General Meeting of Shareholders, the meeting agenda, and documents as prescribed in accordance with the law and the Company's regulations;

b. Determine the time and venue for the meeting;

c. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously announced on the media of the Stock Exchange and on the Company's website. The notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders (calculated from the date on which the notice is duly sent or dispatched, postage paid, or deposited in a mailbox). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not enclosed with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the website address so that shareholders can access them.

4. A shareholder or group of shareholders referred to in Clause 3, Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company no later than three (3) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held by that person, and the content proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:

a. The proposal is sent late or is insufficient or incorrect in content;

b. At the time of the proposal, the shareholder or group of shareholders does not own at least 05% of the total number of ordinary shares.

c. The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders to discuss and approve.

6. The Board of Directors must prepare a draft resolution for each matter in the meeting agenda.

7. In case all shareholders representing 100% of the voting shares attend in person or through authorized representatives at the General Meeting of Shareholders, the decisions unanimously approved by the General Meeting of Shareholders shall be considered valid even if the convening of the General Meeting of Shareholders

was not in accordance with the procedures or the voting content was not in the agenda.

Article 18. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the voting shares.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the second meeting shall be convened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when the attending members are shareholders and authorized representatives representing at least 33% of the voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the third meeting shall be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda that has been sent with the meeting invitation notice as prescribed in Clause 3, Article 17 of this Charter.

Article 19. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must perform shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered.

2. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder. When voting at the meeting, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of votes in favor or against is counted to make a decision. The total number of votes in favor, against, abstentions, or invalid votes for each matter shall be announced by the Chairperson immediately after voting on that matter. The meeting shall elect persons responsible for counting or supervising the counting of votes as proposed by the Chairperson.

3. Shareholders arriving late to the General Meeting of Shareholders have the right to register immediately and subsequently have the right to participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of voting rounds conducted before the late-arriving shareholders joined shall not be affected.

4. The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors; in case the

Chairperson is absent or temporarily unable to work, the remaining members shall elect one of them to act as the chairperson of the meeting; in case no chairperson can be elected, the Head of the Board of Supervisors shall preside so that the General Meeting of Shareholders can elect a chairperson for the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting.

In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect a chairperson for the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting; the Chairperson shall appoint one or more persons to act as meeting secretary.

5. The decision of the Chairperson regarding the order, procedures, or events arising outside the agenda of the General Meeting of Shareholders shall be final.

6. The Chairperson of the General Meeting of Shareholders may adjourn the meeting even if the necessary number of delegates is present to another time and at a location decided by the Chairperson without needing to seek the opinion of the meeting if they perceive that:

a. The attending members cannot have convenient seating at the meeting venue;

b. The behavior of those present causes disorder or has the potential to cause disorder at the meeting; or

c. The adjournment is necessary for the work of the meeting to be conducted in a valid manner;

d. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote. In addition, the Chairperson of the meeting may adjourn the meeting upon the agreement or request of the General Meeting of Shareholders that has the necessary number of attending delegates. The maximum duration of the adjournment shall not exceed three days from the intended opening date of the meeting. The reconvened meeting shall only consider the work that would have been legally resolved at the previously adjourned meeting.

7. In case the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6, Article 19, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairperson to preside over the meeting until its conclusion, and the validity of votes at that meeting shall not be affected.

8. The Chairperson of the meeting or the Secretary of the meeting may conduct activities they deem necessary to preside over the General Meeting of Shareholders in a valid and orderly manner; or to ensure the meeting reflects the wishes of the majority in attendance.

9. The Board of Directors may require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspection or security measures that the Board of Directors deems appropriate. In case a shareholder or authorized representative refuses to comply with the aforementioned

regulations on inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel said shareholder or representative from participating in the Meeting.

10. The Board of Directors, after careful consideration, may implement measures that the Board of Directors deems appropriate to:

- a. Adjust the number of people present at the main venue of the General Meeting of Shareholders;
- b. Ensure the safety of everyone present at that location;
- c. Facilitate shareholders to attend (or continue to attend) the meeting.

The Board of Directors has full authority to change the aforementioned measures and apply all measures if the Board of Directors deems it necessary. The applied measures may include issuing entry passes or using other selection methods.

11. In case the aforementioned measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the meeting venue, may:

- a. Announce that the meeting will be conducted at the location stated in the notice and the chairperson of the meeting will be present there ('Main meeting venue');

- b. Arrange and organize so that shareholders or authorized representatives who cannot attend according to this Article or those who wish to participate at a location other than the Main meeting venue can simultaneously attend the meeting;

12. In this Charter (unless circumstances require otherwise), all shareholders shall be considered as participating in the meeting at the Main meeting venue.

The Company must organize the General Meeting of Shareholders at least one (01) time annually. The Annual General Meeting of Shareholders shall not be organized in the form of written opinion collection.

Article 20. Conditions for approval of resolutions of the General Meeting of Shareholders

1. Decisions of the General Meeting of Shareholders on the following matters must be approved by voting at the meeting of the General Meeting of Shareholders:

- a. Approval of annual financial statements;
- b. Short-term and long-term development plans of the Company;
- c. Elect, dismiss, remove, and replace members of the Board of Directors and the Board of Supervisors, and report on the appointment of the Chief Executive Officer by the Board of Directors. Voting for the election of members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors are determined by the number of votes counted 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 or more candidates receive the same number of votes for the final member position of the Board of Directors or the Board of Supervisors, a re-election will be held among those candidates with the same number of votes, or the selection will be made based on the criteria of the election regulations approved by the General Meeting of Shareholders.

2. Except for the cases specified in Clause 1 of this Article, other matters may be approved by the General Meeting of Shareholders by voting at a meeting or by collecting written opinions.

3. Decisions of the General Meeting of Shareholders regarding the type of shares and the total number of shares of each type, changes in business lines and sectors, changes in the Company's organizational management structure, reorganization or dissolution of the enterprise, investment projects, or the sale of Company assets or branches with a value of 35% or more of the total value of the Company's assets as calculated in the most recent audited financial statements shall be approved when 65% or more of the total voting rights of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders (in case of holding a direct meeting) or at least 65% of the total voting rights of shareholders with voting rights approve (in case of collecting written opinions).

4. Except for the cases specified in Point c, Clause 1, Clause 3, and Clause 6 of this Article, a resolution of the General Meeting of Shareholders shall be approved if it is consented to by over 50% of the total voting rights of all shareholders attending the meeting in case of a direct meeting, or by shareholders representing over 50% of the total voting rights in case of approval by collecting written opinions.

5. Resolutions of the General Meeting of Shareholders must be posted on the Company's website and disclosed in accordance with the law within twenty-four (24) hours; the resolution must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the decision is approved, or this may be replaced by posting on the Company's website as prescribed in this Clause.

6. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is consented to by shareholders owning preference shares of the same class attending the meeting and holding 75% or more of the total preference shares of that class, or if it is consented to by shareholders owning preference shares of the same class holding 75% or more of the total preference shares of that class in case of approval by collecting written opinions.

7. Resolutions of the General Meeting of Shareholders approved by 100% of the total shares with voting rights are legal and effective even if the order and procedures for convening the meeting and approving such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 21. Authority and procedures for collecting written opinions from

shareholders to approve resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions from shareholders to approve matters under the decision-making authority of the General Meeting of Shareholders as specified in this Charter at any time if it deems necessary for the interests of the Company, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution. The opinion collection form, together with the draft resolution and explanatory documents, must be sent by a secure method to the registered contact address of each shareholder at least 10 days before the deadline for returning the opinion collection form. The preparation of the list of shareholders to whom the opinion collection form is sent shall be carried out in accordance with the provisions of Point a, Clause 2, Article 17 of this Charter and Clause 2, Article 141 of the Law on Enterprises. The requirements and methods for sending the opinion collection form and accompanying documents shall be carried out in accordance with the provisions of Article 143 of the Law on Enterprises.

3. The opinion collection form must contain the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and address of the head office for shareholders that are organizations; or full name, contact address, nationality, and legal document number of the individual for the representative of a shareholder that is an organization; number of shares of each type and number of voting rights of the shareholder;
- d. Matters requiring opinions for decision approval;
- e. Voting options including approve, disapprove, and no opinion;
- f. Deadline for returning the completed opinion collection form to the Company;
- g. Full name and signature of the Chairperson of the Board of Directors of the Company.

4. The returned opinion collection form must bear the signature of the shareholder who is an individual, or the authorized representative or legal representative of the shareholder that is an organization. An opinion collection form that is not returned shall be considered as a non-voting form.

The opinion collection form returned to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the vote counting.

Opinion collection forms returned to the Company after the deadline specified in the content of the opinion collection form or that have been opened are invalid.

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes in the presence of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote counting minutes must contain the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Purpose and matters requiring opinions to approve the resolution;
- c. Number of shareholders with the total number of voting rights who participated in the voting, distinguishing between the number of valid voting rights and the number of invalid voting rights, accompanied by an appendix of the list of shareholders participating in the voting;
- d. Total number of votes for approval, disapproval, and no opinion for each matter;
- e. Matters that have been approved and the corresponding approval voting ratio;
- f. Full name and signature of the Chairperson of the Board of Directors, the Legal Representative of the Company, and the vote counting supervisor and vote counter.

Members of the Board of Directors and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The minutes of the vote counting results must be published on the Company's website within twenty-four (24) hours or sent to shareholders within fifteen (15) days from the date the vote counting is completed.

7. The returned opinion collection forms, the vote counting minutes, the full text of the approved resolution, and related documents sent with the opinion collection form must all be kept at the Company's head office.

8. A resolution approved by collecting written opinions from shareholders is valid when it is approved by shareholders representing over 50% of the shares with voting rights.

9. A resolution approved by collecting written opinions from shareholders has the same validity as a resolution approved at a meeting of the General Meeting of Shareholders (Clause 8, Article 149 of the Law on Enterprises).

Article 22. Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders and the Board of Directors must be recorded in minutes and may be recorded by audio or other electronic forms and stored. The minutes must be prepared in Vietnamese and contain the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Time and location of the General Meeting of Shareholders;

- c. Agenda and content of the meeting;
- d. Full name of the chairperson and secretary;
- đ. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the meeting agenda;
- e. Number of shareholders and total number of voting rights of shareholders attending the meeting, appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and number of votes;
- g. Total number of voting rights for each voting matter, clearly stating the voting method, total number of valid and invalid votes, votes for approval, disapproval, and no opinion; and the corresponding ratio to the total number of voting rights of shareholders attending the meeting;
- h. Matters that have been approved and the corresponding approval voting ratio;
- i. Signature of the chairperson and secretary.

In case the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be effective if they are signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

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

2. Minutes of the General Meeting of Shareholders

- a. Must be completed and approved before the closing of the meeting;
- b. The chairperson and the secretary shall be jointly responsible for the truthfulness and accuracy of the meeting minutes;
- c. Must be sent to all shareholders within fifteen days from the date of the meeting's conclusion; the sending of the vote counting minutes may be replaced by posting them on the Company's website; the minutes of the General Meeting of Shareholders must be posted on the Company's website and information must be disclosed in accordance with the law within twenty-four (24) hours.

3. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the approved Resolution, and related documents attached to the meeting invitation must be kept at the Company's headquarters.

Article 23. Request for cancellation of decisions of the General Meeting of Shareholders

Within ninety (90) days from the date of announcement of the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of the General Meeting of Shareholders, the group of shareholders specified in Clause 3, Article 11 of this Charter has the right to request

a court or arbitration to consider and cancel the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises, except where the Resolution of the General Meeting of Shareholders was passed by 100% of the total voting shares.

2. The order, procedures for decision-making, and the content of the decision violate the law or the Company's Charter.

In case a decision of the General Meeting of Shareholders is cancelled according to a decision of the Court or Arbitration, the person who convened the General Meeting of Shareholders that was cancelled may consider re-organizing the General Meeting of Shareholders within ninety (90) days according to the order and procedures prescribed by the Law on Enterprises and this Charter.

CHAPTER VII - BOARD OF DIRECTORS

Article 24. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors ranges from three (03) members to eleven (11) members. The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Directors of the company for no more than 02 consecutive terms. The total number of non-executive members of the Board of Directors or independent members of the Board of Directors must account for at least one-third ($1/3$) of the total number of members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors is determined by rounding down.

2. Shareholders or groups of shareholders holding shares have the right to combine their voting rights to nominate candidates for the Board of Directors and must notify the Board of Directors at least 3 working days before the opening of the General Meeting of Shareholders. Subject to the following conditions: Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate a maximum of one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% or more may nominate the full number of candidates.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still not sufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the Company. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of

Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in the following cases:

a. That member does not meet the qualifications to be a member of the Board of Directors as prescribed by the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. That member submits a written resignation letter to the Company's headquarters;

c. That member suffers from a mental disorder and other members of the Board of Directors have professional evidence proving that the person no longer has the capacity for civil acts;

d. That member is absent from meetings of the Board of Directors for six (06) consecutive months without the approval of the Board of Directors, and the Board of Directors decides that the position of this person is vacant;

e. That member is removed by a decision of the General Meeting of Shareholders.

The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the stock market.

A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

f. A member of the Board of Directors must not be a family member of the General Director and other managers of the Company; or of the manager or person with the authority to appoint the manager of the parent company.

5. Except where the Law on Securities provides otherwise, an independent member of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a. Is not a person currently working for the Company, the parent company, or a subsidiary of the Company; is not a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least the 03 consecutive years prior;

b. Is not a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to receive as prescribed;

c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company;

d. Is not a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

e. Is not a person who has been a member of the Board of Directors or the Board of Supervisors of the Company for at least the 05 consecutive years prior,

except in the case of being appointed for 02 consecutive terms.

Article 25. Powers and duties of the Board of Directors

1. The business activities and affairs of the Company must be under the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for powers belonging to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the General Director and other managers.

3. The rights and obligations of the Board of Directors are prescribed by law, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a. Decide on production and business development plans and annual budgets;
- b. Determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;
- c. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director, Deputy General Director, and Chief Accountant; decide on salaries and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons.
- d. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises.
- e. Resolve complaints of the Company against managers as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against those managers;
- f. Propose types of shares that can be issued and the total number of shares to be issued for each type;
- g. Decide on the issuance of bonds and propose the issuance of convertible bonds and bonds with warrants.
- h. Decide on the offering price of shares and convertible securities in case of being authorized by the General Meeting of Shareholders;
- i. Appoint, dismiss, and remove the General Director or managers or representatives of the Company. The aforementioned removal must not contravene the contractual rights of the removed persons (if any);
- j. Propose the annual dividend rate and determine the interim dividend rate; organize the payment of dividends;
- k. Propose the reorganization or dissolution of the Company;
- l. Propose the remuneration and salary for the Supervisor;

4. The following matters must be approved by the Board of Directors:
 - a. Establishment or dissolution of branches or representative offices of the Company;
 - b. Establishment, dissolution, or bankruptcy of the Company's subsidiaries.
 - c. Approve contracts for purchase, sale, borrowing, lending, and other contracts with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statement. This provision does not apply to contracts and transactions specified at Point m, Clause 2, Article 14 of this Charter and Clause 1, Clause 3, Article 167 of the Law on Enterprises.
 - d. Appoint and remove persons authorized by the Company as commercial representatives and lawyers of the Company;
 - e. Borrowing and the implementation of mortgages, security, guarantees, and compensation of the Company.
 - f. Investments not included in the Company's business plan and budget from 20% to less than 50% of the Charter Capital;
 - g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
 - h. The valuation of non-cash assets contributed to the Company related to the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
 - i. The Company's purchase or forfeiture of no more than 10% of each class of shares;
 - j. Business matters or transactions that the Board decides require approval within its scope of authority and responsibility;
 - k. Deciding the price for the Company's purchase or forfeiture of shares.
5. The Board of Directors must report the results of its operations 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 a number of articles of the Law on Securities. In case the Board of Directors fails to submit the report to the General Meeting of Shareholders, the Company's annual financial statements shall be considered invalid and not yet approved by the Board of Directors.
6. Unless otherwise provided by law, the Board of Directors may authorize subordinates and Managers to represent and handle work on behalf of the Company.
7. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed within the Board of Directors or divided equally in case no agreement can be reached.
8. The total remuneration paid to members of the Board of Directors, including remuneration, expenses, commissions, share options, and other benefits

received from the Company, its subsidiaries, its associates, and other companies where the Board member is a representative of capital contribution, must be disclosed in detail in the Company's annual report.

9. A member of the Board of Directors holding an executive position (including the position of Chairperson or Vice Chairperson), or a member of the Board of Directors working on sub-committees of the Board of Directors, or performing other tasks that, in the opinion of the Board of Directors, are outside the scope of normal duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.

10. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the Board of Directors, or its sub-committees, or the General Meeting of Shareholders.

Article 26. Chairperson of the Board of Directors

1. The Board of Directors shall elect one member of the Board of Directors as Chairperson. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Company.

2. The Chairperson of the Board of Directors is responsible for convening and chairing the General Meeting of Shareholders and meetings of the Board of Directors.

3. The Chairperson of the Board of Directors has the following rights and duties:

- a. To establish the program and operational plan of the Board of Directors;
- b. To prepare the program, content, and documents for meetings; to convene and chair meetings of the Board of Directors;
- c. To organize the approval of resolutions of the Board of Directors;
- d. To supervise the implementation of resolutions of the Board of Directors;
- dd. To chair the General Meeting of Shareholders and meetings of the Board of Directors;
- e. Other rights and duties as prescribed by this Law and the Company Charter.

4. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and perform the duties of the Chairperson of the Board of Directors in accordance with the principles prescribed in the Company Charter. In case there is no authorized person or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, is restricted or loses their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining

members shall elect one of them to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

5. The Chairperson of the Board of Directors may be removed by a decision of the Board of Directors. The Board of Directors must elect a replacement within ten (10) days.

Article 27. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there is more than one member with the same highest number of votes, these members shall elect one of them to convene the Board of Directors meeting based on the majority principle.

2. Regular meetings. The Chairperson of the Board of Directors must convene meetings of the Board of Directors, and prepare the agenda, time, and location of the meeting at least three (03) days before the expected meeting date. The Chairperson may convene a meeting whenever they deem it necessary, but at least once per quarter.

3. Extraordinary meetings. The Chairperson must convene an extraordinary meeting of the Board of Directors when deemed necessary for the interests of the Company. In addition, the Chairperson of the Board of Directors must convene the Board of Directors, without delay unless there is a legitimate reason, when one of the following subjects requests in writing, stating the purpose of the meeting and the issues to be discussed:

- a. The General Director or at least 5 Managers;
- b. At least two executive members of the Board of Directors;
- c. The Board of Supervisors

4. The Board of Directors meeting mentioned in Clause 3 of this Article must be held within seven (07) working days after the proposal for the meeting. In case the Chairperson of the Board of Directors does not accept to convene a meeting as requested, the Chairperson shall be responsible for damages caused to the Company; the persons requesting the meeting mentioned in Clause 3 of this Article may themselves convene the Board of Directors meeting.

5. In case of a request from an independent auditor, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting location. Meetings of the Board of Directors shall be conducted at the Company's registered address or other addresses in Vietnam as decided by the Chairperson of the Board of Directors and agreed upon by the Board of Directors.

7. Meeting notice and agenda.

- a. The notice of the Board of Directors meeting must be sent to members of

the Board of Directors at least three (03) working days before the meeting is held; Board members may waive the meeting notice in writing and this waiver may have retroactive effect. The notice of the Board meeting must be made in writing in Vietnamese and must fully state the agenda, time, and location of the meeting, accompanied by necessary documents regarding the issues to be discussed and voted on at the Board meeting, and ballots for Board members who cannot attend the meeting.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods depending on the actual situation at the time and ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

b. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the Supervisors as they do for members of the Board of Directors.

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

8. Minimum number of attendees:

a. Meetings of the Board of Directors shall only be conducted and decisions passed when at least three-quarters ($3/4$) of the members of the Board of Directors are present in person or through a representative (authorized person).

b. In case the meeting convened according to Point a, Clause 8 of this Article does not have enough members to attend as prescribed, the Board of Directors meeting shall be convened for the second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. Voting.

a. The Board of Directors passes decisions by voting at the meeting, collecting written opinions, or other forms depending on specific conditions and issues. Each member of the Board of Directors has one vote. In case a ballot is sent to the meeting by mail, the ballot must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one hour before the opening. The ballot shall only be opened in the presence of all attendees.

b. Except as provided in Point c, Clause 9 of this Article, each member of the Board of Directors or an authorized person present in person at the Board of Directors meeting shall have one vote;

c. A member of the Board of Directors shall not vote on any contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board shall not be counted in the quorum required to hold a meeting of the Board of Directors regarding decisions on which that member is not entitled to vote;

d. Pursuant to Point e, Clause 9 of this Article, when an issue arises in a meeting of the Board of Directors regarding the level of interest of a member of the

Board of Directors or regarding the voting rights of a member, and such issues are not resolved by the voluntary waiver of voting rights by that member of the Board of Directors, such issues shall be referred to the chairperson of the meeting, and the ruling of the chairperson regarding all other members of the Board of Directors shall be final, unless the nature or scope of the interest of the relevant member of the Board of Directors has not been properly disclosed;

e. A member of the Board of Directors who benefits from a contract as specified in Point a and Point b, Clause 4, Article 36 of this Charter shall be considered to have a material interest in that contract.

10. Disclosure of interests. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein, must disclose the nature and content of such interest at the meeting where the Board of Directors first considers the signing of such contract or transaction. Alternatively, this member may disclose such interest at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the relevant transaction or contract.

11. Majority voting. The Board of Directors adopts decisions and issues resolutions based on the approval of the majority of the members of the Board of Directors present. In the event of a tie, the vote of the Chairperson of the Board of Directors shall be the casting vote.

12. A meeting of the Board of Directors may be held in the form of a discussion between members of the Board of Directors when all or some members are at different locations, provided that each participating member can:

a. Hear each other member of the Board of Directors participating in the meeting speak;

b. If desired, speak to all other participating members simultaneously.

The exchange between members may take place directly via telephone or other means of communication (including the use of such means at the time of adoption of this Charter or thereafter) or a combination of all these methods. Under this Charter, a member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The location of the meeting held under this provision is the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location where the Chairperson of the meeting is present.

Decisions adopted in a properly organized and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

13. Resolutions by way of written opinion are adopted based on the approval of the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution adopted by members of the Board of Directors at a meeting convened and held in the customary manner.

14. Minutes of the Board of Directors meeting: Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Purpose, agenda, and content of the meeting;
- c. Time and location of the meeting;
- d. Full name of each member attending the meeting or the authorized representative and the method of attendance; full names of members not attending and the reasons;
- dd. Issues discussed and voted upon at the meeting;
- e. Summary of the opinions of each member attending the meeting in the order of the meeting proceedings;
- f. Voting results, clearly stating the members who voted for, against, and abstained;
- g. Issues that have been approved;
- h. Full name and signature of the chairperson and the minutes taker;

In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the meeting and contains full information as prescribed in Points a, b, c, d, dd, e, f, and g of Clause 1 of this Article, the minutes shall be valid.

The chairperson and the minutes taker shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Company.

15. Subcommittees of the Board of Directors. The Board of Directors may establish and authorize subcommittees to act on its behalf. Members of a subcommittee may consist of one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In the process of exercising delegated powers, subcommittees must comply with the regulations set forth by the Board of Directors. These regulations may adjust or allow the admission of non-members of the Board of Directors into the aforementioned subcommittees and allow such persons to vote as members of the subcommittee, provided that (a) the number of external members must be less than half of the total number of members of the subcommittee and (b) resolutions of the subcommittees are only valid when the majority of members attending and voting at the subcommittee meeting are members of the Board of Directors.

16. Legal validity of actions. Actions taken in implementation of resolutions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person with the status of a member of a Board of Directors subcommittee shall be considered legally valid even in cases where there may be errors in the election or appointment of members of the subcommittee or the Board of Directors.

17. Members must attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another person to attend the meeting if approved by the majority of the members of the Board of Directors.

Article 28. Internal Audit Committee

1. The Internal Audit Committee is a specialized committee established by the Board of Directors. The Internal Audit Committee shall have 02 or more members.

2. The Internal Audit Committee adopts decisions by voting at meetings, by written opinion, or by other forms as prescribed by the operating regulations of the Internal Audit Committee. Each member of the Internal Audit Committee has one vote. Unless the operating regulations of the Internal Audit Committee provide for a different higher ratio, decisions of the Internal Audit Committee are adopted if approved by the majority of members attending the meeting; in the event of a tie, the final decision shall belong to the side with the opinion of the Head of the Internal Audit Committee.

3. The Internal Audit Committee has the following rights and duties:

a. To monitor the truthfulness of the Company's financial statements and official announcements related to the Company's financial results;

b. To review the internal control and risk management systems;

c. To review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on transactions that require approval from the Board of Directors or the General Meeting of Shareholders;

d. To recommend the independent audit firm, the remuneration level, and related terms in the contract with the audit firm for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;

dd. To monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services from the audit firm;

e. To supervise to ensure that the Company complies with the provisions of the law, requirements of regulatory agencies, and other internal regulations of the Company.

4. Standards for internal auditors

a. Possess a university degree or higher in majors suitable for audit requirements, have sufficient knowledge, and be continuously updated on the fields assigned for internal audit.

b. Have at least 05 years of experience working in the trained major or at least 03 years of experience working at the current unit or at least 03 years of experience in auditing, accounting, or inspection.

c. Have general knowledge and understanding of the law and the operations of the unit; have the ability to collect, analyze, evaluate, and synthesize information; have knowledge and skills in internal auditing.

d. Have not been disciplined at the level of warning or higher due to violations in economic, financial, or accounting management, or are not currently serving a disciplinary sentence.

CHAPTER VIII - GENERAL DIRECTOR, OTHER MANAGERS & COMPANY SECRETARY

Article 29. Organization of the management apparatus

The Company shall issue a management system under which the management apparatus shall be responsible and under the leadership of the Board of Directors. The Company has one General Director, a number of Deputy General Directors, and one Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Directors may simultaneously be members of the Board of Directors and shall be appointed or dismissed by the Board of Directors by a duly adopted resolution.

Article 30. Managers

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may employ the number and type of Managers necessary or suitable for the Company's organizational structure and management practices as proposed by the Board of Directors from time to time. Managers must exercise the necessary diligence to ensure that the Company's operations and organization achieve the set objectives.

2. The salary, remuneration, benefits, and other terms in the employment contract for the General Director and contracts with Managers shall be implemented in accordance with the Company's salary and bonus regulations.

Article 31. Appointment, dismissal, duties, and powers of the General Director

1. Appointment. The Board of Directors shall appoint one member of the Board or another person as the General Director and shall sign a contract specifying the salary, remuneration, benefits, and other terms related to the employment. Information regarding the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and stated in the Company's annual report. The standards and conditions for the General Director shall apply in accordance with the provisions of Article 64 and Article 162 of the Law on Enterprises.

2. Term. Pursuant to Article 26 of this Charter, the term of the General Director shall not exceed five years and they may be reappointed for an unlimited number of terms. The appointment may be terminated based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position.

3. The General Director has the following rights and responsibilities:

a. To decide on matters related to the daily business operations of the Company without requiring a decision from the Board of Directors, including representing the Company in signing financial and commercial contracts, and organizing and managing the Company's daily production and business activities in

accordance with best management practices;

b. To organize the implementation of the resolutions of the Board of Directors;

c. To organize the implementation of the Company's business plans and investment schemes;

d. To propose the organizational structure and internal management regulations of the Company;

đ. To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

e. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;

g. To recruit employees;

h. To propose plans for dividend payments or the handling of business losses;

i. Other rights and obligations as prescribed by law, the Company Charter, and resolutions of the Board of Directors.

j. On November 30 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the five-year financial plan.

4. Reporting to the Board of Directors and shareholders. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

5. Removal: The Board of Directors may remove the General Director when a majority of the members of the Board of Directors present and having voting rights vote in favor, and shall appoint a new General Director as a replacement.

6. The General Director must manage the daily business operations of the Company in accordance with the provisions of the law, the Company Charter, the employment contract signed with the Company, and the resolutions of the Board of Directors. In case of management contrary to these provisions that causes damage to the Company, the General Director shall be liable before the law and must compensate the Company for the damages.

7. In addition, the General Director must meet the following standards and conditions:

a. Not being a subject specified in Clause 2, Article 17 of the Law on Enterprises;

b. Not being a person with family relations with managers of the Company, Supervisors of the Company, and the parent company; a representative of state capital, or a representative of enterprise capital at the parent company.

Article 32. Company Secretary

The Board of Directors shall appoint one (or more) person(s) as Company

Secretary with the term and terms as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it does not contravene current labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The role and duties of the Company Secretary include:

1. Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders under the direction of the Chairperson of the Board of Directors or the Board of Supervisors;
2. Advising on meeting procedures;
3. Providing financial information, copies of the minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Board of Supervisors;
4. Attending meetings;
5. Ensuring that the resolutions of the Board of Directors are in compliance with the law.

The Company Secretary is responsible for maintaining the confidentiality of information in accordance with the provisions of the law and the Company Charter.

6. Other rights and obligations as prescribed in the Company Charter.

CHAPTER IX - BOARD OF SUPERVISORS

Article 33. Members of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is three (03) members. Supervisors must meet the following standards and conditions:

- a. Not being a subject specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Having been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business operations of the enterprise;
- c. Not being a person with family relations with members of the Board of Directors, the General Director, and other managers;
- d. Not being a manager of the Company; not necessarily being a shareholder or employee of the Company;
- e. Other standards and conditions as prescribed by other relevant laws.
- f. Additionally, not being a person with family relations with managers of the Company and the parent company; a representative of enterprise capital, or a representative of state capital at the parent company and at the Company.

2. The Supervisors shall elect one among them as the Head of the Board of Supervisors by majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must be a professional accountant or auditor and may work on a full-time or part-time basis at the company.

3. In the event that Supervisors have their terms end at the same time and new

Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until the new Supervisors are elected and take office.

4. A shareholder or a group of shareholders holding shares has the right to aggregate their voting rights to nominate candidates for the Board of Supervisors, provided that: A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% or more may nominate the full number of candidates.

5. A member of the Board of Supervisors shall cease to be a member in the following cases:

a. That Supervisor no longer meets the standards and conditions to be a Supervisor as prescribed in Clause 1 of this Article;

b. That member resigns by a written notice sent to the Company's headquarters and is accepted;

c. That member suffers from mental disorder and other members of the Board of Supervisors have professional evidence proving that the person no longer has civil act capacity;

d. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

e. The Supervisor is removed in the following cases:

- Failing to complete assigned tasks or work;

- Seriously or repeatedly violating the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company Charter;

- Pursuant to a decision of the General Meeting of Shareholders

Article 34. Board of Supervisors

1. The Company must have a Board of Supervisors, and the Board of Supervisors shall have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including the following powers and responsibilities:

a. Proposing the selection of an independent audit firm, audit fees, and all related matters;

b. Discussing with the independent auditor about the nature and scope of the audit before commencing the audit;

c. Seeking independent professional advice or legal advice and ensuring the participation of experts outside the Company with appropriate professional experience in the Company's work if deemed necessary;

d. Examining annual, semi-annual, and quarterly financial reports before submitting them to the Board of Directors;

e. Discussing difficulties and outstanding issues discovered from interim or final audit results as well as any matters that the independent auditor wishes to discuss;

f. Reviewing the management letter of the independent auditor and the feedback from the Company's management;

g. Reviewing the Company's reports on internal control systems before they are approved by the Board of Directors;

h. Reviewing internal investigation results and feedback from management.

2. Members of the Board of Directors, the General Director, and managers must provide all information and documents related to the Company's operations at the request of the Board of Supervisors. The Company Secretary must ensure that all copies of financial information, other information, and copies of the Board of Directors' meeting minutes are provided to the Supervisors at the same time they are provided to the Board of Directors.

3. After consulting with the Board of Directors, the Board of Supervisors may issue regulations regarding the meetings of the Board of Supervisors and the manner in which the Board of Supervisors operates. The Board of Supervisors must meet at least twice a year, and the minimum number of members participating in the meetings is two.

4. The level of remuneration, salary, bonuses, and other benefits of the Supervisors shall be decided by the General Meeting of Shareholders upon the recommendation of the Board of Directors. Supervisors shall be reimbursed by the Company for travel, hotel, and other reasonable expenses incurred when they participate in meetings of the Board of Supervisors or perform other activities of the Board of Supervisors.

CHAPTER X - DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND MANAGERS

Article 35. Duty of care

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the duty to perform their tasks, including tasks in their capacity as members of sub-committees of the Board of Directors, honestly for the best interests of the Company and with the degree of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

Article 36. Duty of loyalty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director, and managers are not permitted to use business opportunities that may benefit the Company for personal purposes; at the same time, they are not permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and managers have the obligation to notify the Board of

Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic legal entities, transactions, or other individuals.

3. The Company is not permitted to grant loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and persons related to the aforementioned members or legal entities in which these persons have financial interests, except in cases where the aforementioned loans or guarantees have been approved by the General Meeting of Shareholders.

4. Contracts or transactions with subjects who are members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers related to these subjects; Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary shares of the company and their related persons; Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises must be approved by the General Meeting of Shareholders or the Board of Directors:

a. The Board of Directors approves contracts and transactions with a value of less than 35% of the total value of the Company's assets recorded in the most recent financial statement. In this case, the Company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisors about the related parties to that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

b. The General Meeting of Shareholders approves contracts and transactions with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement. In this case, the Company representative signing the contract or transaction must notify the Board of Directors and the Supervisors about the related parties to that contract or transaction and attach the draft contract or transaction or an explanation of the main contents of the contract or transaction. The Board of Directors shall present the draft contract or transaction or the explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, shareholders who have related interests in the parties to the contract or transaction do not have the right to vote; the contract or transaction shall be approved in accordance with the Charter and the Law on Enterprises.

c. Such contract or transaction is deemed fair and reasonable in all respects regarding the Company's shareholders by an independent consulting organization at the time the transaction or contract is permitted, passed, or ratified by the Board of Directors or a sub-committee under the Board of Directors or the shareholders.

Members of the Board of Directors, members of the Board of Supervisors, the

General Director, other related persons, and organizations or individuals related to the aforementioned members are not permitted to use the Company's undisclosed information or disclose it to others to perform related transactions.

Article 37. Liability for damages and compensation

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

a. To exercise assigned rights and obligations in accordance with the Law on Enterprises, other relevant legal regulations, the Company Charter, and resolutions of the General Meeting of Shareholders;

b. To exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company;

c. To be loyal to the interests of the Company and shareholders; not to abuse their position, office, and use information, know-how, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. To notify the Company promptly, fully, and accurately about the contents specified in Clause 2, Article 164 of the Law on Enterprises;

đ. Other responsibilities as prescribed by the Law on Enterprises and the Company Charter.

2. Members of the Board of Directors or the General Director and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly liable to compensate for lost benefits, return received benefits, and compensate for all damages to the Company and third parties.

CHAPTER XI - RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 38. Right to investigate books and records

1. A shareholder or group of shareholders mentioned in Clause 2 Article 24 of this Charter has the right, directly or through a lawyer or authorized person, to send a written request to inspect the list of shareholders, minutes of the General Meeting of Shareholders, and to copy or extract those records during working hours at the Company's main business location. The request for inspection by a lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder that the person represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors or Supervisors, the General Director, and managers have the right to inspect the Company's share register, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information is kept confidential.

3. The Company shall keep this Charter and its amendments and supplements, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements,

accounting books, and any other papers as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the storage location of these papers.

4. Shareholders have the right to be provided with a copy of the Company Charter by the Company free of charge. In case the Company has its own website, this Charter must be published on that website.

CHAPTER XII - EMPLOYEES AND TRADE UNION

Article 39. Employees and trade union

The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, labor, dismissal, salary, social insurance, welfare, rewards, and discipline for managers and employees, as well as the Company's relationships with recognized Trade Union organizations in accordance with the best standards, practices, and management policies, and the practices and policies specified in this Charter, the Company's regulations, and current legal provisions.

CHAPTER XIII - PROFIT DISTRIBUTION

Article 40. Dividends

1. According to the decision of the General Meeting of Shareholders and in accordance with the law, dividends shall be announced and paid from the Company's retained earnings but shall not exceed the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it deems that such payment is consistent with the Company's profitability.

3. The Company does not pay interest on dividend payments or payments related to a type of share.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors is the body that executes this resolution.

5. In case dividends or other payments related to a class of shares are paid by the Company in cash or by bank transfer in VND when the Company has the bank details of such shareholder. In case the Company has made the transfer according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred by the Company to the beneficiary shareholder. The transfer fees shall be borne by the shareholder receiving the dividends. Payment of dividends for shares listed on the Stock Exchange may be conducted through a securities company or the Securities Depository Center.

6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares may receive dividends in the form of ordinary shares in lieu of cash dividends. These additional shares issued for dividend payment shall be recorded as fully paid-up shares on the

basis that the value of the shares paid as dividends must be equivalent to the amount of cash dividends.

7. Dividends must be paid in full within 06 months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend rate per share, and the time and method of payment at least 30 days before each dividend payment.

Article 41. Profit distribution

Recipient	Allocation rate % of net profit
Establishment of investment and development reserve fund	According to the Resolution of the General Meeting of Shareholders
Establishment of bonus and welfare fund	According to the Resolution of the General Meeting of Shareholders
Other funds	According to the Resolution of the General Meeting of Shareholders
Dividend payment	According to the Resolution of the General Meeting of Shareholders

CHAPTER XIV - BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 42. Bank accounts

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

2. Subject to the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company maintains its accounts.

Article 43. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December. The first fiscal year begins from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following that date of issuance.

Article 44. Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-

date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses the Vietnamese Dong as the currency unit for accounting.

CHAPTER XV - ANNUAL REPORTS, DISCLOSURE RESPONSIBILITIES, AND PUBLIC ANNOUNCEMENTS

Article 45. Annual, semi-annual, and quarterly reports

1. The Company must prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission, and the reports must be audited in accordance with Article 47 of this Charter.

2. The annual financial statements must include a business performance report that reflects truthfully and objectively the profit and loss situation of the Company during the fiscal year, a balance sheet that reflects truthfully and objectively the Company's operational status up to the reporting date, a cash flow statement, and notes to the financial statements.

3. The Company must prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange/Securities Trading Center.

4. The audited financial statements (including the auditor's opinion) and the Company's semi-annual and quarterly reports must be published on the Company's website and in accordance with the provisions of law.

5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, semi-annual and quarterly reports during the Company's working hours at the Company's headquarters, and must pay a reasonable fee for copying.

Article 46. Information disclosure and public announcements

Annual financial statements and other supporting documents must be disclosed to the public in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authorities and the business registration authority in accordance with the provisions of the Law on Enterprises.

CHAPTER XVI - COMPANY AUDIT

Article 47. Audit

1. The Annual General Meeting of Shareholders shall approve the list of independent auditing firms legally operating in Vietnam and approved by the State Securities Commission to audit listed companies (as submitted by the Board of Supervisors) and authorize the Board of Directors to appoint an independent auditing firm from the list approved by the General Meeting of Shareholders as above to conduct the Company's audit activities for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The Company shall prepare and send the annual financial statements to the independent auditing firm after the end of the fiscal year.

3. The independent auditing firm shall inspect, verify, and report on the

annual financial statements, indicating the Company's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the fiscal year. The staff of the independent auditing firm performing the audit for the Company must be approved by the State Securities Commission.

4. A copy of the audit report shall be attached to each copy of the Company's annual accounting report.

5. The auditor performing the audit of the Company shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit.

CHAPTER XVII - SEAL

Article 48. Seal

1. The Board of Directors has the right to decide on the form, quantity, and content of the enterprise's seal. The content of the seal must display the following information:

- a. Name of the enterprise;
- b. Enterprise identification number.

2. The management, use, and safekeeping of the seal shall be carried out in accordance with the provisions of the Company Charter.

3. The Board of Directors or the General Director shall use and manage the seal in accordance with the Company's regulations.

CHAPTER XVIII - TERMINATION OF OPERATION AND LIQUIDATION

Article 49. Termination of operation

1. The Company may be dissolved or terminate its operation in the following cases:

- a. Upon the expiration of the Company's duration of operation, including after any extension;
- b. The Court declares the Company bankrupt in accordance with the provisions of current law;
- c. Voluntary dissolution before the expiration of the duration upon the decision of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of the duration (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 50. Deadlock between members of the Board of Directors and shareholders

Unless otherwise provided in this Charter, shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors have the right to file a petition to the court requesting dissolution based on one or more of the following grounds:

1. The members of the Board of Directors are not in agreement in managing the Company's affairs, leading to a situation where the required number of votes as prescribed for the Board of Directors to operate cannot be reached.

2. The shareholders are not in agreement, making it impossible to reach the required number of votes as prescribed to proceed with the election of members of the Board of Directors.

3. There is internal disagreement and two or more factions of shareholders are divided, making dissolution the most beneficial option for all shareholders.

Article 51. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (7) months before the end of the duration of operation so that shareholders can vote on extending the Company's operation for a further period as proposed by the Board of Directors.

2. The Company's duration of operation shall be extended when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 52. Liquidation

1. At least six (06) months before the end of the Company's duration of operation or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of three (3) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operation. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

- a. Liquidation expenses;
- b. Wages and insurance expenses for employees;
- c. Taxes and tax-related payments that the Company must pay to the State;
- d. Loans (if any);
- e. Other debts of the Company;

f. The remaining balance after paying all debts from items (a) to (e) above

shall be distributed to shareholders. Preference shares shall be paid first.

CHAPTER XIX - INTERNAL DISPUTE RESOLUTION

Article 53. Internal dispute resolution

1. In case a dispute or complaint arises related to the Company's operations or the rights of shareholders arising from the Charter or from any rights or obligations stipulated by the Law on Enterprises or other laws or administrative regulations, between:

- a. A shareholder and the Company; or
- b. A shareholder and the Board of Directors, Board of Supervisors, General Director, or senior managers.

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and shall request each party to present the factual elements related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case a mediation decision is not reached within six weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to an Economic Arbitration or an Economic Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

CHAPTER XX - AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 54. Amendments and supplements to the Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of the Law related to the Company's operations that are not mentioned in this Charter, or in case there are new provisions of the law that differ from the terms in this Charter, those provisions of the Law shall automatically apply and govern the Company's operations.

CHAPTER XXI - EFFECTIVE DATE

Article 55. Effective date

1. This Charter consists of 21 chapters and 56 articles, and was unanimously approved by the Company's General Meeting of Shareholders on June 18, 2021.

2. The Charter is made in 10 copies, each having equal validity, in which:

- a. 01 copy is filed at the local State Notary Office.
- b. 05 copies are registered with the government authority as prescribed by the Provincial or City People's Committee.

c. 04 copies are archived at the Company's Office.

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

4. Copies or extracts of the Company Charter must be signed by the Chairperson of the Board of Directors or at least one-half of the total members of the Board of Directors to be valid.

Article 56. Signature of the Company's Legal Representative./.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**

LE TRUONG SON

APPENDIX AMENDING AND SUPPLEMENTING THE CHARTER

(Attached to the Report No. /TTr-MCF-HDQT dated 22/04/2026 of the Board of Directors of Mechanics Construction and Foodstuff Joint-Stock Company)

ARTICLE, CLAUSE, POINT, PAGE	CURRENT CHARTER	DRAFT CHARTER	NOTES
Article 2, Clause 3, Page 2	Address: <i>No. 29 Nguyen Thi Bay, Ward, Tan An City, Long An Province.</i>	Address: <i>No. 29 Nguyen Thi Bay, Long An Ward, Tay Ninh Province.</i>	
Điều 21, Khoản 3, Điểm g, Trang 17	Full name and signature of the Chairperson of the Board of Directors <i>and the Legal Representative of the Company.</i>	Full name and signature of the Chairperson of the Board of Directors of the Company.	Point g, Clause 3, Article 149 of the Law on Enterprises 2020
Article 24, Clause 1, Page 19	The number of members of the Board of Directors <i>is at least Five (05) and at most eleven (11).</i>	The number of members of the Board of Directors <i>ranges from three (03) members to eleven (11) members.</i>	Clause 1, Article 154 of the Law on Enterprises 2020
Điều 33, Khoản 2, Trang 31	2. The Supervisors shall elect one among them as the Head of the Board of Supervisors by majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must be a professional accountant or auditor and <i>must work on a full-time basis at the company.</i>	2. The Supervisors shall elect one among them as the Head of the Board of Supervisors by majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must be a professional accountant or auditor and <i>may work on a full-time or part-time basis at the company.</i>	Clause 2, Article 168 of the Law on Enterprises 2020
Điều 38, Khoản 1, Trang 34	A shareholder or group of shareholders mentioned in <i>Clauses 2, 3, and 4, Article 24</i> of this Charter has the right, directly or through a lawyer or authorized person, to send a written request to inspect the list of shareholders, minutes of the General Meeting of Shareholders,	A shareholder or group of shareholders mentioned in <i>Clauses 2 Article 24</i> of this Charter has the right, directly or through a lawyer or authorized person, to send a written request to inspect the list of shareholders, minutes of the General Meeting of Shareholders, and	Remove Clauses 3 and 4 due to incorrect references

	<p>and to copy or extract those records during working hours at the Company's main business location. The request for inspection by a lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder that the person represents or a notarized copy of this power of attorney.</p>	<p>to copy or extract those records during working hours at the Company's main business location. The request for inspection by a lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder that the person represents or a notarized copy of this power of attorney.</p>	
--	--	--	--

Tay Ninh, April 22, 2026

No.: ____/TTr-MCF-HĐQT

DRAFT

PROPOSAL

“Regarding: Dismissal and supplementary election of BOD members for term V
(2024-2028)”

To: **General Meeting of Shareholders**

Mechanics Construction And Foodstuff Joint-Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26,
2019;

- Pursuant to the Charter of Organization and Operation of the Mechanics
Construction And Foodstuff Joint-Stock Company;

- Pursuant to the resignation letter of a member of the Board of Directors of
the Mechanics Construction And Foodstuff Joint-Stock Company;

- Pursuant to the Resolution on nominating a candidate for the Board of
Directors of the Vietnam Southern Food Corporation - Joint Stock Company No.
21/QĐ-LTMN-HĐQT dated 15/4/2026;

The Board of Directors submits to the 2026 Annual General Meeting of
Shareholders the following contents:

1. Approval of the dismissal of a member of the Board of Directors

- The number of Board of Directors members to be dismissed is: 02 member.

- Personnel submitted for dismissal:

1. Mr Nguyen Van Ket

2. Mr Nguyen Binh Hien

Effective time of dismissal: At the time the General Meeting of Shareholders
votes for approval.

2. Approval of the supplementary election of a member of the Board of Directors

- The number of Board of Directors members to be elected is: 01 member.

- The list of candidates nominated to participate in the supplementary election
for the position of member of the Board of Directors is as follows:

1. Mr Chu Van Dung

(attached candidate's resume).

(*) The nomination and candidacy dossiers for members of the Board of
Directors are regulated in the regulations on nomination, candidacy, and election.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Recipients:

- Company Shareholders;
- SSC, HNX;
- VINAFOOD II;
- BOD, Supervisory Board;
- Management Board;
- Archive:Documentation
Department
(2026 AGM Documents).

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

DOAN QUANG LONG