



# CHARTER

**HOANG ANH GIA LAI JOINT STOCK COMPANY**



Gia Lai, April 17, 2026

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## INTRODUCTION

The Charter of Hoang Anh Gia Lai Joint Stock Company was amended and supplemented in accordance with the laws and was passed by the General Meeting of Shareholders.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Definitions

1. Terminology in this Charter is defined as follows:

- a. "Charter Capital" refers to the total face value of shares sold as defined in 0 of this Charter;
- b. "Law on Enterprise" refers to the Law on Enterprise No 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
- c. "Date of Establishment" refers to the date when the Business Registration Certificate (Certificate of Business Registration and equivalent instruments) is initially issued to the Company;
- d. "Corporate Managing executives" refers to the General Director, Deputy Director or Deputy General Director, Chief Accountant, and other key management titles as specified in the Company Charter;
- e. "Related Persons" refers to any individual or organization directly or indirectly related to the enterprise as defined in Article 4.23 of the Law on Enterprise, Clause 46 Article 4 the Law on Securities;
- f. "Shareholders" refer to individuals and organizations holding at least one share of the Joint Stock Company;
- g. "Operation Term" refers to the duration of operation of the Company as stipulated in 0 of this Charter, and all extensions to this term (if any) which are passed by the General Meeting of Shareholders;
- h. "Vietnam" refers to the Socialist Republic of Vietnam;
- i. "Major shareholders" means the shareholders as stipulated in clause 18 Article 4 of the Law on Securities;
- j. "The Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 /11/2019;
- k. "Offline meeting" is a format of holding a meeting of the General Meeting of Shareholders convened at a venue, shareholders or authorized representatives of shareholders attend, discuss and vote directly at the meeting venue;
- l. "Online meeting" is a format of holding General Meeting of Shareholders using electronic means and through the internet environment or another form that allows shareholders at different places to attend and discuss and vote by electronic voting or other form as designated by the Company. The venue where the chairperson attends is the main venue of the meeting;

5. The Company can establish its branches and representative offices in its area of business to carry out the Company's objectives in accordance with the decisions of the Board of Directors and within the limits of the prevailing laws and regulations.
6. Unless the Company terminates its operation term before the expiration of the period specified in Article 51 of this Charter, the Company's operation term shall be indefinite from the establishment date.

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

#### **Article 3. Objectives of the Company**

##### **1. Lines of business:**

The lines of business of the Company include:

- Rubber plantations
- Producing woodwork used for construction
- Producing beds, wardrobes, tables, chairs

Details: Producing interior office furniture (excluding processing mechanical products, recycling of scraps, electroplating, painting, welding, processing wood, and producing porcelain, pottery and glass products at the head office)

- Mining iron ores
- Mining other types of ore not containing metal
- Electricity transmission and distribution

*(Except for transmitting and regulating of the national power system; construction and operation of multi-purpose hydroelectricity and nuclear power is of particularly important socio-economic significance)*

- Building other civil engineering works
- Other recreational activities

Details: trading electronic games, dance club, karaoke, variety shows

- Hairdressing services
- Wholesale of construction materials, installing equipment

Details: Trading in construction materials (granite); Trading in timber and forest products;

- Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and other species of bamboo) and livestock

Details: Trading and exporting rubber latex and products made from rubber latex

Wholesale of animal feed and feed ingredients for livestock, poultry, and aquaculture.

- Cutting, shaping and finishing of stone

- Doing business in real-estate, land use rights of owner, users or leased land  
Details: Trading real estates; leasing warehouses  
*(Except for investment in building infrastructure of cemeteries and graveyards to transfer land use rights attached with land)*
- Wholesale of food products  
Details: Trading of food technology products; wholesale of fresh and frozen fruits, vegetables
- Wholesale of beverages  
Details: Trading domestic and imported wine
- Activities of sporting establishments  
Details: Sporting activities (gyms)
- Hotels and similar accommodation services
- Restaurants and mobile food services  
Details: Restaurants, food shops, food booths
- Spa and sauna services
- Retail sale of other new goods (excluding automobiles, motorcycles, motorbikes, and related parts and accessories)  
Details: Retail sale of souvenirs, wickerwork, and handicrafts in specialized stores
- Producing products from plastic
- Installing industrial machines and equipment  
Details: Installing cranes and equipment used in construction works
- Other passenger transport  
Details: Passenger transport under contracts
- Other uncategorized specialized wholesale
- Details: Wholesale of fertilizer, pesticide, and other chemical substances used in agriculture
- Wholesale of other household appliances  
Details: Wholesale of beds, wardrobes, tables, chairs, and similar furniture items
- Wholesale of agricultural machines, equipment and spare parts
- Wholesale of metals and metal ores  
Details: Wholesale of iron, steel
- Warehouses and commodity storage  
Details: Warehouses and commodity storage in bonded warehouses

4. If the General Meeting of Shareholders approves, the Company can issue other preferential shares in line with the prevailing regulations of the Law.
5. Names, addresses, numbers of shares and other details about the Founding Shareholders as required by the Law on Enterprise will be mentioned in the attached Appendix. The Appendix is a part of this Charter.
6. Shareholders will be given priority to buy new ordinary shares scheduled to be issued in proportions corresponding to the percentage of ordinary shares they hold in the company, except for other cases given in the General Meeting of Shareholders' decisions. Any shares which are not completely purchased will be decided by the Board of Directors. The Board of Directors may distribute those shares to shareholders and other people with the terms that are not more advantageous than the terms offered to the existing Shareholders, otherwise approved by the General Meeting of Shareholders.
7. The Company may acquire shares issued by the Company in accordance with the manner specified in this Charter and applicable laws.
8. The Company may issue other securities as specified by the laws.

#### **Article 6. Share certificates**

1. The Company's shareholders are granted a share certificate corresponding to the number and type of their shares, in case they need it or in case those shares are not deposited in accordance with the Law on Securities.
2. Shares are company-issued certificates, book entries or electronic data certifying the ownership of one or more shares of the company. The shares must have all the contents as stipulated in clause 1 Article 121 of the Law on Enterprise.
3. Within two (02) months (or such longer period as may be stipulated in the issuance terms) from the date of full payment for the shares in accordance with the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any cost for the printing of the share certificate.
4. In case a share certificate is lost, destroyed, or damaged in another form, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
  - a. Information about the share certificate that is lost, damaged, or otherwise destroyed;
  - b. Commitment to responsibility for disputes over issuance of the new share certificate.
5. In case there is an error in the content and form of shares issued by the Company through no fault of the shareholder, the lawful rights and interests of such owner will not be affected.

#### **Article 7. Other securities certificates**

All forms of bonds or other securities certificates of the Company will be issued with the seal and facsimile signature of the legal representative of the Company.

3. Board of Supervisors;
4. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 11. Rights of shareholders**

1. The liability of each shareholder for debts and other property obligations of the Company is limited to the amount of share capital contributed to the Company.
2. Ordinary shareholders have the following rights:
  - a. Participate in and make comments at the General Meeting of Shareholders; exercise the right to vote directly or through authorized representatives or vote at a distance electronically, by email, by fax or by any other method prescribed by laws and the Company charter. Each ordinary share has 01 (one) vote;
  - b. Receive dividends at the rate in accordance with the decision of the General Meeting of Shareholders;
  - c. Freely transfer shares except the cases as specified in clause 3 Article 120 and clause 1 Article 127 of the Law on Enterprise and other related laws;
  - d. To receive priority in buying new shares in proportion to each shareholder's holding of ordinary shares;
  - e. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
  - f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the General Meeting of Shareholders;
  - g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
  - h. Request the Company to redeem their shares in cases specified in Article 132 of the Law on Enterprise;
  - i. Equal treatment. Each share of the same type creates the equal rights, obligations and benefits to the Shareholder. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the General Meeting of Shareholders and informed to the shareholders;
  - j. Fully access periodic and extraordinary information disclosed by the Company as prescribed by law;
  - k. Have their legal rights and benefits protected; request to suspend and revoke the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as specified by the Law on Enterprise;
  - l. Other rights as specified by this Charter and other laws.
3. A Shareholder or a group of Shareholders holding 05% and more of the total number of ordinary shares have the following rights:

- a. Participate and vote in person at the meeting;
  - b. Authorize other organizations and individuals to participate and vote at the meeting;
  - c. Send votes to the meeting via mail, fax, email;
  - d. Participate in and to execute voting rights, voting electronically, by email, by fax or by any other electronic methods prescribed by the Company;
  - e. Send votes via other means as specified in the Company Charter.
3. Fully and punctually pay for the subscribed shares.
  4. Shareholders shall not withdraw their contributed capital in the form of ordinary shares from the Company in any manner, unless these shares are repurchased by the Company or other persons; in case that a shareholder withdraws part or all of the contributed share capital in contravention of clause, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
  5. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
  6. Provide accurate information when registering to buy shares and notify the Company within 03 working days when there is a change in one of the provided information and/or provided information in accordance with the Law on Securities and relevant laws.
  7. Fulfill other obligations as specified by the applicable laws.
  8. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
    - a. Violations of law;
    - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
    - c. Paying undue debts while the Company is facing financial risks.

### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders shall include all Shareholders with voting rights, and is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) a year in the form of a physical meeting or a virtual meeting. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders as necessary, provided that it does not exceed 06 months from the ending date of the fiscal year. In addition to the Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders may be convened. The determined venue of the General Meeting of Shareholders is the place where the chairman participates and within the territory of Vietnam.

of shareholders as specified in clause 3 Article 11 of this Charter has the right to represent the Company to convene. the General Meeting of Shareholders in accordance with the Law on Enterprise;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting and the decision making of the General Meeting of Shareholders;

- d. All expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company, which do not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
- e. Procedures for holding the General Meeting of Shareholders as specified in clause 5 Article 140 of the Law on Enterprise and the Company Charter.

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

1. General Meeting of Shareholders has rights and obligations as follows:

- a. Approve the development orientation of the Company;
- b. Make decisions on classes of shares and the total number of shares of each type which may be offered for issuance and the rate of annual dividend for each class of shares;
- c. Elect, dismiss or discharge members of the Board of Directors, members of the Board of Supervisors;
- d. Make decisions on the investment or disposal of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statements;
- e. Make decisions on amendments and supplements to the Company's Charter;
- f. Approve annual financial statements;
- g. Make decisions on redemption of over 10% of the total number of shares sold of each type;
- h. Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;
- i. Decide on the reorganization or dissolution of the Company;
- j. Decide budget or total remuneration, bonus and other benefits of the Board of Directors, Board of Supervisors;
- k. Approve the Internal Governance Regulations and the Operating Regulations of the
- l. Approve the list of approved auditors; to decide the approved auditors to conduct audit on the Company's operations, to remove the approved auditors as necessary;
- m. Other rights and obligations as specified by law.

- u. Other issues as stipulated in this Charter and the law.
- 3. All resolutions and issues included in the meeting agenda are subject to discussion and voting on at the General Meeting of Shareholders.
- 4. The Company's transactions must be approved by the General Meeting of Shareholders:
  - a. Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers who are not shareholders and related individuals and organizations of these subjects;

In case of providing loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervisors, General Director, other managers of which the public company and such organization are companies in the same group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups, the General Meeting of Shareholders shall approve the transaction that are worth greater than 35% of the total assets written in the latest financial statement. The Board of Directors shall approve that are worth less than 35% of the total assets written in the latest financial statement;

- b. Any transaction that is worth at least 35% of the total assets written in the latest financial statement or any transaction that causes the total transaction value in 12 months from the date of the first transaction reach at least 35% of the total assets written in the latest financial statement, or a smaller ratio specified in the company's charter, between the public company and one of the following entities:
  - Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related person of these subjects;
  - Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the company and their related persons;
  - Enterprises in which members of the Board of Directors, BOS member, General Director own and own contributed capital or shares;
  - Enterprises in which related persons of members of the Board of Directors, BOS member, General Director own, jointly own or separately own a contributed capital or shares of more than 10% of the charter capital.
- c. Contracts, loans and sale of assets that exceed 10% of the total assets in the latest financial statement between the company and any shareholder that is holding at least 51% of voting shares of that shareholder's related person.

#### **Article 15. Authorized representatives**

- 1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other organizations and individuals to attend the meeting in person, virtually, or in a form as specified in clause 3 Article 144 of the Law on Enterprise.
- 2. The authorization to a representative individual or organization to attend the General Meeting of Shareholders as specified in clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil code and must clearly state the

4. Unless otherwise specified in the terms of share issues, special rights attached to various types of shares with preference rights related to some or all matters relating to the distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

**Article 17. Convening, meeting agenda and notification of invitation to General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in accordance with clause 3, Article 13 of this Charter.
2. A person who convenes the General Meeting of Shareholders has to perform the following tasks:
  - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The preparation of the list of shareholders eligible to attend the General Meeting of Shareholders must be disclosed at least 20 days before the registration deadline;
  - b. Deciding the time, form and venue to hold the meeting;
  - c. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - d. Prepare the meeting agenda and contents;
  - e. Prepare the meeting materials;
  - f. Draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, and the Board of Supervisors;
  - g. Provide information and resolution to complaints related to the list of shareholders;
  - h. Prepare documents guiding the registration, attendance and voting at the General Meeting of Shareholders in case the General Meeting of Shareholders is held on line or another form;
  - i. Other tasks supporting the meeting.
3. The notice of meeting invitation to the General Meeting of Shareholders may be sent to all shareholders by post, email, text message, fax, and/or other means of communication as prescribed by the Company from time to time to ensure that it reaches the contact addresses of shareholders according to the list provided by the Vietnam Securities Depository and Clearing Corporation. The sending of the meeting invitation by the above means and the method of implementation shall be decided by the Board of Directors in accordance with the provisions of laws and documents of competent agencies at the time of implementation. The meeting invitation must be published on the website of the Company, the State Securities Commission and the Stock Exchange where the company's shares are listed or registered for transaction simultaneously with being sent to the

2. In case the first meeting is not eligible to conduct as specified in clause 1 of this Article, notification of the second meeting must be sent within 30 working days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total of votes.
3. If the second convened General Meeting of is not eligible to conduct as specified in clause 2 of this Article, notification of the third meeting must be sent within 20 days from the intended date of the second meeting. In this case, the third General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders.
4. Only the General Meeting of Shareholders has the right to change the meeting agenda attached to the meeting invitation as specified in clause 3 Article 17 of this Charter.
5. The convener of the General Meeting of Shareholders may change the form of organization of the second or third convened General Meeting of Shareholders based on actual circumstances, and such change must be clearly stated in the notice of meeting.

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

1. Before the opening of the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered. For an online meeting, shareholders are considered registered to attend the meeting when successfully logging into the online meeting system. Procedure for registration is as follows:
  - a. In case of an offline meeting, upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full names of shareholders, full names of authorized representatives and number of votes of such shareholders. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be conducted by voting in favor, against, and abstention. When conducting voting at the meeting, the cards approving of a resolution shall be collected first, then the disapproving cards, and finally there shall be a count of the overall number of votes which approve or disapprove to make a decision.
  - b. For online meetings, shareholders or their authorized representatives vote through an electronic voting system.
  - c. The General Meeting of Shareholders elects the persons in charge of counting votes or supervising the counting of votes at the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.
2. Any shareholder or representative authorized by an organization or representative authorized to attend the meeting who comes to the Meeting directly or logs into the online meeting after the opening of the Meeting shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairperson is not responsible to delay

- a. Require all attendees of the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures;
  - b. Request the competent authority to maintain order at the meeting; expel from the General Meeting of Shareholders any persons who fail to comply with the chairperson's authority, intentionally cause disorder, obstruct the normal proceedings of the meeting, or refuse to comply with security inspection requirements.
9. The convenor of the General Meeting of Shareholders, after careful considerations, can apply measures which they deem appropriate in order to:
- a. Arrange seating at the venue of the meeting of the General Meeting of Shareholders;
  - b. Ensure safety for all persons present at the venue of the meeting;
  - c. Facilitate the shareholders to attend (or continue to attend) the meeting. The convenor of the General Meeting of Shareholders has full power to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.
10. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against and abstention. The vote counting results are announced by the chairperson right before the closing of the meeting.
11. Shareholders or authorized persons who arrive after the meeting has opened are still registered and have the right to vote right after registration; in this case, the effect of the contents voted earlier will not change.
12. In this Charter, for online meetings or other forms, shareholders or their authorized representatives who successfully log in to the online meeting system are viewed as directly attending.
13. The Board of Directors or the convenor of the General Meeting of Shareholders may hold the Annual and Extraordinary General Meeting of Shareholders via an online meeting in the following cases:
- a. Occurrence of force majeure events, including but not limited to natural disasters, epidemics, insurrections, riots, terrorism, policies of competent state agencies making it impossible to hold off-line meetings or the majority of shareholders are unable to attend the meeting directly; or
  - b. Objective events that the Board of Directors or the convenor considers it inconvenient and/or inappropriate to hold an off-line meeting.

When holding a General Meeting of Shareholders online, the Board of Directors or the convenor shall issue specific instructions for shareholders to attend, discuss and vote at the online meeting by electronic or other electronic form as specified in Article 144 The Law on Enterprise and clause 3 Article 273 Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of Articles of Securities law. Instructions on organizing an online meeting must be sent to shareholders or published on the Company's website no later than 03 (three) days before the opening

resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors take the right to seek shareholders' written opinions to pass the resolution of the General Meeting of Shareholders any time they deem that is necessary for the Company' interest.
2. The Board of Directors must prepare the opinion ballots, draft resolution of the General Meeting of Shareholders and documents interpreting the draft resolution and sent it to all shareholders with voting rights at least 10 days before the deadline to return the consultation form. The list of shareholders for sending opinion ballots is made as specified in point a clause 2 article 17 of this Charter. The requirements and method of sending the opinion ballots and accompanying documents shall comply with clause 1, clause 2 Article 141 of the Law on Enterprise and clause 3 article 17 of this Charter. In case of force majeure events, including but not limited to natural disasters, epidemics, terrorism, wars, bans of competent state agencies, etc., causing the sending or/and receiving opinion ballots cannot be done, shareholders may print the opinion ballots published on the Company's website to cast their votes on the issues to be decided by way of collecting shareholders' written opinions.
3. The opinion ballot must contain the following principal contents:
  - a. Name, head office address and enterprise code number;
  - b. Purpose of written opinion;
  - c. Full name, contact address, nationality, number of personal legal papers for individual shareholders; name, business code or legal document number of the organization, head office address for shareholders being an organization, or full name, contact address, nationality, legal papers number of an individual for representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
  - d. Issues requiring consultation for approval;
  - e. The voting plan comprising in favor, against or abstention with respect to each issue for consultation;
  - f. Deadline for filled-out opinion ballots to be sent back to the Company;
  - g. Full names, signature of the chairman of the Board of Directors.
4. Shareholders may send the filled-out opinion ballots to the Company by mail, fax, email or other forms as required as follows:
  - a) In case of mailing: The filled-out opinion ballots must be signed by individual shareholder, authorized representative or legal representative of shareholder being organization. The opinion ballots sent to the company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;

**Article 22. Resolution, Minutes of General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders must be taken in writing and possibly sound recorded or recorded and stored in other electronic means.
2. Minutes must be prepared in Vietnamese and maybe in a foreign language, and must contain the following main details:
  - a. Name, head office address and enterprise code number;
  - b. Time and venue of the meeting of the General Meeting of Shareholders;
  - c. Program and agenda of the meeting;
  - d. Full names of the chairperson and secretary;
  - e. Summary of the developments at the meeting and of the opinions expressed at the General Meeting of Shareholders on each issue on the agenda;
  - f. Number of shareholders and total number of votes of attending shareholders, and appendix listing the registered shareholders and representatives of attending shareholders together with the number of shares and corresponding number of votes;
  - g. Total number of votes for each issue voted on, specifying the method of voting, the total number of valid and invalid votes, the number of votes for and against and abstentions; and the corresponding ratio of the total number of votes of shareholders attending the meeting;
  - h. Issues which were passed and corresponding percentage of votes in favour of passing;
  - i. Signatures of the chairperson and of the secretary.

In case the chairperson or secretary refuses to sign the minutes of the meeting, the minutes will take effect if signed by all other Board of Directors Members attending the meeting and contain all the contents as specified in this clause. The meeting minutes clearly state the chairperson and secretary's refusal to sign the minutes of the meeting.
3. The minutes prepared in Vietnamese and foreign languages shall have equal validity. In case of difference between Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. Resolution, minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any), and relevant documents attached to the notification of invitation to the meeting must be archived at the head office of the Company and disclosed in accordance with the law on information disclosure on the stock market.
5. The minutes of a meeting of the General Meeting of Shareholders must be completely prepared and passed prior to the end of the meeting. The chairperson and secretary or any other person who put their signatures to the minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

can learn about these candidates before voting. The candidate for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform the duties honestly, cautiously for the best interests of the company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

- a. Full name, date, month and year of birth;
  - b. Qualification;
  - c. Working history;
  - d. Other management titles (including the position of the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as specified in the Company Charter;
  - g. The company must undertake disclosure of information about the companies where the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the candidate's company (if any).
5. A shareholder or shareholder group owning at least 10% of overall ordinary shares shall be entitled to nomination to candidacy for the Board of Directors as specified in the Law on Enterprise and the Company Charter.
6. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as specified in clause 5 Article 115 of the Law on Enterprise, the incumbent Board of Directors may nominate more candidate or arrange nomination as specified in the Company Charter, Internal Regulations on Corporate Governance and Operation Regulation of the Board of Directors. The nomination of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Board of Directors Members as per law.
7. Board of Directors Members must meet the criteria as follows:
- a. Board of Directors Members must have the following criteria and conditions:
    - Not being person as specified in clause 2 article 17 of the Law on Enterprise;
    - Having professional qualifications and experience in business administration or in the Company's industries and business lines and not necessarily being a shareholder of the Company;
    - A member of the Board of Directors of the Company can only concurrently be a member of the Board of Directors in a maximum of 05 other companies;
    - The Chairman of the Board of Directors cannot concurrently hold the position of General Director of the Company.
  - b. Independent Board of Directors Members must have the following criteria and conditions:
    - Not being a person who is working for the Company, its parent company or its subsidiary; is not a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years;
    - Not being a person who is receiving salary or remuneration from the Company, except for the allowance clauses that Board of Directors Members are entitled to as prescribed;
    - Not being a person whose spouse, biological father, adoptive father, natural mother, adoptive mother, biological child, adopted child, biological brother, biological

- companies, and to decide on the remuneration and other benefits of such representatives;
- j. To supervise and direct the General Director and other managers in running the daily business of the Company;
  - k. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches and representative offices and to contribute capital and purchase shares of other enterprises;
  - l. To decide on the form of organization of the General Meeting of Shareholders, approve the agenda and materials for the meeting, convene the General Meeting of Shareholders or collect written opinions for the adoption of resolutions by the General Meeting of Shareholders;
  - m. To submit the audited annual financial statements to General Meeting of Shareholders;
  - n. To propose the level of dividends to be paid; to decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
  - o. To propose the reorganization, dissolution of the company, requesting bankruptcy of the company;
  - p. To decide on promulgating the Regulation on operation of the Board of Directors, Internal Regulation on Corporate Governance after being approved by General Meeting of Shareholders; to decide on promulgating the Regulation on information disclosure of the company;
  - q. Other rights and obligations in accordance with the provisions of the Law on Enterprise, The Securities law, other provisions of the law and the Company charter.
3. The Board of Directors shall report their operation to the General Meeting of Shareholders.
  4. The company has the right to pay remuneration and bonus to Board of Directors Members according to their business results and efficiency.
  5. The Board of Directors Members are entitled to remuneration and bonuses. Remuneration for work is calculated on the basis of the number of working days required to complete the tasks of the Board of Directors Members and the rate of remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus to the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
  6. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements and must be reported to the annual General Meeting of Shareholders.
  7. Board of Directors Members holding executive positions or Board of Directors Members working in sub-committees of the Board of Directors, or performing other jobs that, in the opinion of the Board of Directors, are beyond the scope of the ordinary duties of a member of the Board of Directors, may be paid extra remuneration as pay package including salary, commission, percentage of profit, or other forms at the discretion of the Board of Directors.
  8. Board of Directors Members are reimbursed for all travel and accommodation expenses and other fees which they accrue while fulfilling the responsibilities of a member of the Board, including expenses arising from attending meetings of the Board or committees of the Board, or General Meeting of Shareholders.

**Article 27. Meetings of the Board of Directors**

1. Chairman of the Board of Directors is elected at the initial meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board. This meeting shall be convened and chaired by the member who gains the highest number of votes or the highest vote percentage. If more than one (01) member gains the same highest number of votes or the highest vote percentage, such members shall elect one (01) person amongst them to convene the meeting by principle of majority.
2. The Board of Directors must hold at least one meeting every quarter and extraordinary meetings can be held.
3. The Chairman must convene a meeting of the Board of Directors in the following cases:
  - a. Proposed by the Board of Supervisors or Independent member of the Board of Directors;
  - b. Proposed by the General Director or at least 05 other managers;
  - c. Proposed by at least 02 members of the Board of Directors;
  - d. Other cases as specified by law (if any).

Proposals as specified in this clause must be made in writing, stating clearly the purposes and issues to be discussed and decided under the authority of the Board of Directors.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as stipulated in Clause 3 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.
5. The Chairman of the Board of Directors or the convenor shall send the notification of meeting invitation and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notification of invitation to the meeting, at the latest three (03) days prior to the meeting date. The notification of invitation must specify the time and venue of the meeting, agenda, issues to be discussed and decision and enclosed with enclosed documents used at the meeting and the ballots of the members.
7. A notification of meeting invitation may be sent by letter, telephone, fax, electronic means or others, but delivery must be ensured at the contact address of each member of the Board of Directors and supervisors as registered at the Company.
8. A meeting can only take place and pass decisions when there is an attendance of at least three quarters (3/4) of the total Board of Directors Members present. In case the minimum number of attending members is not sufficient, the meeting must be reconvened for the second time within seven (07) days from the first tentative meeting. In this case the meeting reconvened shall take place if more than half (1/2) of the Board of Directors Members attend.
9. A member of the Board of Directors shall be deemed to have attended and voted in the following cases:
  - a. To directly attend and vote in the meeting;

of Directors Members must constitute the majority of members of a sub-committee, and one of such people shall be appointed as Head of the sub-committee pursuant to a decision of the Board of Directors. Activities of sub-committees must comply with regulations of the Board of Directors, and resolutions of a sub-committee shall take effect only when the majority of members attending and voting at the meeting of the sub-committee are members of the Board of Directors.

17. Execution of decisions of the Board of Directors or the sub-committees under the Board of Directors is subject to current laws as specified in the Company Charter, and Internal Regulation of Governance.

#### **Article 28. Person in charge of corporate governance**

1. The Board of Directors appoints at least one (01) person to be in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently work as the company secretary as specified in Clause 5, Article 156 of the Law on Enterprise
2. The person in charge of corporate governance cannot concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The Corporate Governance Officer shall have the following rights and obligations:
  - a. To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related jobs between the Company and shareholders;
  - b. To prepare the meetings of the Board of Directors, the Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c. To advise on the meeting procedures;
  - d. To attend meetings;
  - e. To advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f. To provide financial information, copies of the minutes of the meetings of the Board of Directors and other information for Board of Directors Members and the Board of Supervisors;
  - g. To supervise and report to the Board of Directors on the information disclosure activities of the company;
  - h. To be the focal contact for parties of related interest;
  - i. To ensure confidentiality of information in accordance with the law and the Company's Charter;
  - j. Other rights and obligations as specified by the law and the Company Charter.

### **VIII. GENERAL DIRECTOR, OTHER MANAGERS**

#### **Article 29. Management organization**

The Company must enforce a management system in which the managing executive apparatus is liable to the Board of Directors and is subject to supervision by and direction from such Board in the daily business work of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant and other positions appointed by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be implemented by a resolution, or decision of the Board of Directors.

## **IX. THE BOARD OF SUPERVISORS**

### **Article 32. Candidacy for, nomination to the Board of Supervisors**

1. Candidacy for nomination as members of the Board of Supervisors are conducted as similarly specified in clauses 4 and 5 Article 24 this Charter.
2. In case the number of candidates to the Board of Supervisors through nomination or candidacy still does not reach the necessary number of members, the incumbent Board of Supervisors can nominate more candidates or organize the nomination as specified in the Company Charter, the internal regulations on corporate governance, and Regulations on operations of the Board of Supervisors. Nomination of candidate by the incumbent Board of Supervisors must be clearly announced before the members of Board of Supervisors are elected by voting by the General Meeting of Shareholders as specified by the laws.

### **Article 33. Composition of the Board of Supervisors**

1. The number of members of the Board of Supervisors is at least three (03) people and at most five (05) people. The term of the Supervisors shall not exceed five (05) years and may be reelected for an unlimited term. The Board of Supervisors must have more than half of its members residing in Vietnam.
2. Members of the Board of Supervisors must meet the following criteria and conditions as required:
  - a. Not belonging to the subject category as specified in clause 2 Article 17 of the Law on Enterprise;
  - b. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;
  - c. Not being a family member of a member of the Board of Directors, General Director and other managers;
  - d. Not being a manager of the Company; not necessarily being shareholders or employees of the Company;
  - e. Not a staff member in the accounting and finance department of the Company;
  - f. Not being a member or employee of an independent auditing company that audited the company's financial statements for the previous 3 years.
3. The General Meeting of Shareholders dismisses members of the Board of Supervisors in the following cases:
  - a. No longer meeting the criteria and conditions to be a member of the Board of Supervisors according to Clause 2 of this Article;
  - b. Tendering the resignation which is approved.
4. The General Meeting of Shareholders removes a member of the Board of Supervisors in the following cases:
  - a. Failure to complete assigned tasks or work;
  - b. Failure to perform their rights and obligations for 6 consecutive months, except for force majeure cases;
  - c. Repeated violations, serious violations of the member's obligations of The Board of Supervisors as specified by the Law on Enterprise and the Company Charter;
  - d. Other cases according to the resolution of the General Meeting of Shareholders.
5. Members of the Board of Supervisors have rights and obligations as specified by the Law on Enterprise, Securities law and relevant laws.

**Article 36: Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times a year with the attendance of at least two thirds (2/3) of the members. Meeting minutes of the Board of Supervisors are clearly taken in detail. The minute taker and the Board of Supervisors members attending the meeting must sign the minutes of the meeting. The Board of Supervisors meeting minutes must be kept to identify the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, General Director and representatives of the approved auditing organization to attend and answer questions that need to be clarified.

**Article 37. Salary, remuneration, bonus, and other benefits of the Board of Supervisors**

Salary, remuneration, bonus and other benefits of members of The Board of Supervisors are implemented in accordance with the following regulations:

1. Members of The Board of Supervisors are paid salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus, other benefits and annual operating budget of The Board of Supervisors.
2. Members of the Board of Supervisors are reimbursed for meals, accommodation, travel, expenses of independent consulting service at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The Board of Supervisors' salary and operating expenses are included in the Company's business expenses as specified in the law on corporate income tax and other relevant laws and must be a separate item in the Company's annual financial statements.

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

**Article 38. Responsibility of prudence**

Members of the Board of Directors, the Board of Supervisors, the General Director and other Managers are responsible to execute their tasks, including tasks as members of sub-committees of the Board of Directors, honestly and prudently for the best interests of the Company.

**Article 39. Responsibility of honesty and avoidance of conflicts of interests**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal regulations. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers have obligations to inform in writing the Board of Directors and the Board of Supervisors of transactions between the Company, subsidiaries and other

## **XI. AUTHORITY TO LOOK UP THE COMPANY'S BOOKS AND RECORDS**

### **Article 41. Rights to look up books and records**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:
  - a. Ordinary shareholders have rights to view, look up and make an extract of information about name and contact address in the list of Shareholders with voting rights and request amendment of incorrect information; view, look up and make an extract or copy of the Charter of the Company, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, look up, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements and reports of The Board of Supervisors, contracts, transactions with the consent of the Board of Directors and other documents, except documents related to trade and business secrets of the Company.
2. In the event that authorized person of shareholder and group of shareholders requests to look up the company's books and archives, power of attorney of the concerned shareholder and group of shareholders or a notarized copy of such a letter of authorization must be attached.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's shareholder register, list of shareholders, books, and other records of the Company for purposes related to their respective positions, provided that such information is kept confidential.
4. The Company must keep this Charter and any amendments thereto, the Business Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are informed of the location where such documents are stored.
5. This Charter must be published on the Company's website.

## **XII. EMPLOYEES AND UNIONS**

### **Article 42. Employees and unions**

1. The General Director must prepare the plan and submit to the Board of Directors for approval of recruitment, employee retirement, salary, social insurance, welfares, award and discipline to the Company Executives and employees.
2. The General Director shall prepare the plan and submit to the Board of Directors for approval of the Company's relation with the trade unions in accordance with criteria, practices and the best management policies, the practices and policies specified in this Charter, the Company's regulations and applicable laws.

3. The Company shall use the Vietnamese Dong as its accounting currency. In cases where the Company has economic transactions that arise primarily in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for such choice before the law, and notify the competent tax authority accordingly.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

### **Article 47. Annual, interim and quarterly financial statements**

1. The Company must prepare annual financial statements which is subject to audit as specified by law. The Company must be disclosed audited annual financial as specified by law on information disclosure on stock market and submit to the State competent authority.
2. The financial statements shall include complete reports, appendix and notes as specified by the laws on corporate accounting. The annual financial statements shall give a true and fair view about the Company's operating situation.
3. The Company prepares and discloses the reviewed interim and quarterly financial statements as specified by the laws on information disclosure on the stock market and submit it to the State competent authority.

### **Article 48. Annual report**

The Company shall prepare and disclose the Annual Report in accordance with the legal regulations on securities and stock market.

## **XVI. COMPANY AUDITING**

### **Article 49. Auditing**

1. The General Meeting of Shareholders shall designate an independent audit firm or pass the list of the independent audit firms and authorize the Board of Directors to select one of these for conducting audit of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The auditor's report is attached with the Company's annual financial statements
3. The independent auditor involved in audit of the Company's financial statements is entitled to attend the meetings of the General Meeting of Shareholders and receive notifications and other information related to the General Meeting of Shareholders and give opinions at the meeting on the issues related to the audit of the Company's financial statements.

## **XVII. COMPANY STAMP**

### **Article 50. Company Stamp**

1. Stamp comprises the stamp made at the stamp engraving facilities or stamp in the digital signature form as specified by the laws on electronic transactions.
2. The Board of Directors shall decide type, quantity, design and contents of the stamp of the Company, branches, and representative offices (if any).
3. The Board of Directors, the General Director shall use, manage and store the stamp in accordance with the applicable laws.

- d. The Company's other debts;
- e. The remaining balance, after payment of the debts set out in (a) to above, shall be distributed to shareholders. Priority shall be given to payment of preference shares.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 54. Settlement of internal disputes**

1. In the event of a conflict or complaint relating to the Company's operations or to Shareholders' rights and obligations prescribed in the Law on Enterprises, other laws, this Charter or regulations as between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, Board of Supervisors, General Director or other executives.

The concerned parties will try to solve the conflict through negotiation and reconciliation. Except for conflicts concerning the Board of Directors or the Chairman of the Board, the Chairman of the Board will preside over the settlement of the conflict and will ask each party to present the actual factors relating to the conflict within 10 working days after the conflict arises. Where the conflict concerns the Board of Directors or the Chairman of the Board, any party can ask for the assignment of an independent expert to act as an arbitrator for settlement of the conflict.

2. If no settlement decision is made within six (06) weeks after the beginning of the settlement process or the settlement decision of the arbitrator is not accepted by the parties, any party can take the case to the competent Court or Arbitrator.
3. Each party will bear its costs arising from the negotiation and reconciliation procedures. Payment of the court fees will be decided by the order of the Court.

## **XX. SUPPLEMENTING AND AMENDING THE CHARTER**

### **Article 55. Company charter**

1. Any supplement to or amendment of this Charter must be approved by the General Meeting of Shareholders;
2. Where any regulations of law related to the operation of the Company are not mentioned in this Charter or where new regulations of law are different from the articles of this Charter, such regulations of law shall be applicable to regulate the operation of the Company.

## **XXI. EFFECTIVE DATE**

### **Article 56. Effective date**

1. The charter is comprised of 21 chapters and 56 articles and was passed by the General Meeting of Shareholders of Hoang Anh Gia Lai Joint Stock Company on November 26, 2021; and amended pursuant to the Resolution of the General Meeting of Shareholders No. 01/26/NQĐHĐCĐ-HAGL dated April 17, 2026.

**APPENDIX**  
**LIST OF FOUNDING SHAREHOLDERS**

<b>No.</b>	<b>Full Name</b>	<b>Nationality</b>	<b>Address (*)</b>	<b>Number of Shares owned (*)</b>	<b>Note</b>
01	Doan Nguyen Duc	Viet Nam		28,883,634	
02	Nguyen Van Su	Viet Nam		400,000	
03	Doan Nguyen Thu	Viet Nam		400,000	

*(\*): Information as of the date of incorporation of Hoang Anh Gia Lai Joint Stock Company.*