LAM DONG FOODSTUFFS JOINT STOCK COMPANY

No.: 208 /TTr-CPTP-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Lam Dong, July 30, 2026

PROPOSAL

Approval of amendments and Additions of the Charter's Lam Dong Foodstuffs Joint Stock Company

To: General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and amending and supplementing documents;

- Pursuant to the Law on Securities No. 54/2019/QH14 of 2019 approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;

- Pursuant to the Charter of Lam Dong Foodstuffs Joint Stock Company,

Based on the requirements of compliance with the current law, the Board of Directors has conducted a comprehensive review of the Company's Charter to ensure conformity with the legal system and the Company's practical operation requirements in the new development period.

On that basis, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. To approve the amendment and supplementation of the Charter of Lam Dong Food Joint Stock Company in accordance with the

the contents of the detailed amended Appendix and the full text of the amended and supplemented Charter are attached to this Report.

2. Authorize the Chairman of the Board of Directors to sign and promulgate the Charter on behalf of the Company

The company after being approved by the General Meeting of Shareholders.

3. The amended and supplemented Company's Charter takes effect from the date of approval by the General Meeting of Shareholders and replaces all previous regulations contrary to the amended and supplemented contents.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval./.

Recipients:
- As above;
- Archives.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN

CÔNG TY CỔ PHẦN THỰC PHẨM LÂM ĐỒNG

Dinh Thi Mong Van

Người ký: ĐỖ THÀNH TRUNG
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Ký ngày: 31/07/2026 12:47:53

APPENDIX: TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Notes:

- Things not detailed in this appendix are unchanged;
- The proposed changes in the section "Contents in the current document" are the contents that are italicized or underlined;
- The contents that need to be amended and supplemented in the section "Proposed amendments and supplements" are bolded and underlined.

TT	Contents of the current document	Proposed amendments and supplements	Reason for editing
1	**Article 1. Explanation of terms** 1. In this Charter, the following terms shall be construed as follows: […] [Not Regulated]	**Article 1. Explanation of terms** 1. In this Charter, the following terms shall be construed as follows: […] **<u>d. "Decree No. 155/2020/ND-CP" means Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities promulgated by the Government on December 31, 2020.</u>**	Supplemented because the content below refers to Decree 155/2020/ND-CP
2	2. In this Charter, references to one or several other regulations or documents include amendments or substitute documents.	2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.	Updating factual relevant information
3	**Article 2. Name, form, head office, branch, representative office and duration of operation of the Company** […]	**Article 2. Name, form, head office, branch, representative office and duration of operation of the Company** […]	Updated according to the new administrative boundaries.

	3. The registered office of the Company is: - Head office address: *31 Ngo Van So – Ward 9 – Da Lat City – Lam Dong Province*	3. The registered office of the Company is: - Head office address: **31 Ngo Van So, Lam Vien Ward – Da Lat, Lam Dong Province**	
4	**Article 4. Objectives of the Company** **1. The Company's business fields are:** *Processing wines of all kinds, cashew kernels for export and agricultural and food products; Direct export and import of specialized machinery and equipment for processing food and products of enterprises; Trading in trade, tourism and financial investment services. Planting and producing agricultural crops. Real estate business; Travel agents; Transport goods by road.*	**Article 4. Objectives of the Company** **1. The Company's business fields are: Fruit tree cultivation, Fruit and vegetable processing and preservation, Other food production not yet classified, Wine production (main), Non-alcoholic beverage production, mineral water, Wholesale of agricultural machinery, equipment and spare parts, Wholesale of machinery, etc other equipment and spare parts, financial leasing activities, Transportation of goods by road; Trading in real estate, land use rights belonging to owners, users or tenants; Other tourism-related activities, Travel agents, tour operators.**	
5	**Article 15. Rights and duties of the General Meeting of Shareholders** *1. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters* […] *2. The Annual and Extraordinary General Meeting of Shareholders shall adopt decisions on the following issues:* […] c. Number of members of the Board of Directors; […]	**Article 15. Rights and duties of the General Meeting of Shareholders** **1. The General Meeting of Shareholders has the right to discuss and approve the following matters** […] **2. The General Meeting of Shareholders shall adopt decisions on the following issues:** […] c. Number of members of the Board of Directors; **Supervisory Board.** […]	Modify the wording in accordance with reality and the provisions of law. Adjust and expand the limit of approval and transaction contracts with relevant persons in accordance with the provisions of the Law on Enterprises. Supplementing competence as prescribed in Article 167.2 of the Law on Enterprises, Article 293.4 of Decree 155/2020/ND-CP

	e. Electing, dismissing, dismissing and replacing members of the Board of Directors; […] m/ To decide on the repurchase of more than 10% of the total *issued shares* of each type; n. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements; o,p,q. [Not specified]	e/ To elect, dismiss, dismiss and replace members of the Board of Directors; **Supervisory Board.** […] m/ To decide on the repurchase of more than 10% of the total **sold shares** of each type; n. **Through the Company's** signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in **the Company's latest audited or reviewed financial statements;** **o. Through the signing and performance of each contract, borrowing, lending, selling assets with an individual value exceeding 10% of the total value of the Company's assets according to the latest audited or reviewed financial statements, arising between the Company and shareholders owning 51% or more of the total voting shares or related persons of that shareholder;** **p. Approving loans or guarantees for members of the Board of Directors, General Directors, other managers who are not shareholders and related individuals and organizations of these subjects, except for cases falling under the competence of the Board of Directors specified in Clause 6, Article 43 of the Charter;** **q. Approving a transaction with a value of 35% or more or a transaction resulting in the total value**	

		<u>of the transaction arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements that have been audited or reviewed, between the Company and one of the following subjects:</u> **<u>- Members of the Board of Directors, General Directors, other managers and related persons of these subjects;</u>** **<u>- Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the company and their related persons;</u>** **<u>- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;</u>**	
6	**Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders** **[...]** *<u>3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by means of security and published on the website of the Company and the State Securities Commission and the Stock Exchange (for companies listed or registered for trading).</u>* [...]	**Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders** **[...]** **<u>3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring the reach of the shareholders' contact address, or sent electronically from the Company's email address (dalatwine@ladofoods.vn) to the e-mail address of the shareholders registered with the Vietnam Securities Depository and Clearing Corporation. and at the same time publish on the website of</u>**	Practical Updates and Model Charters

		the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. [...]	
7	**Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders** [...] 10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	**Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders** [...] **10. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through online or in person combined with online at the discretion of the Board of Directors.** In case the Company applies modern technology to organize the General Meeting of Shareholders **(annual or extraordinary), the** Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	Supplementing regulations to clarify how meetings are organized.
8	**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders** **[...]** 3. The opinion poll must contain the following principal contents:	**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders** **[...]** 3. The opinion poll must contain the following principal contents: **[...]**	Complies with Articles 149.3.g and 149.5.e of the Law on Enterprises (no signature of legal representative is required).

	[...] g. Full name and signature of the Chairman of the Board *<u>of Directors and the legal representative of the Company.</u>* [...] 6. The Board of Directors counts votes and makes a record of vote counting in the presence of the person in charge of corporate governance or of shareholders other than the enterprise executives. The vote counting record must contain the following principal contents: [...] f. Full name and signature of the Chairman of the Board *<u>of Directors, the legal representative of the Company,</u>* the vote counter and the vote counting supervisor.	g. Full name and signature of the Chairman of the Board of Directors. [...] 6. The Board of Directors counts votes and makes a record of vote counting in the presence of the person in charge of corporate governance or of shareholders other than the enterprise executives. The vote counting record must contain the following principal contents: [...] f. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.	
9	**Article 43. Responsibility for honesty and avoidance of conflicts of interest** **[...]** 6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board,	**Article 43. Responsibility for honesty and avoidance of conflicts of interest** **[...]** 6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Directors, other	Adjusting and expanding the limit of approval and transaction contracts with related persons in accordance with the provisions of the Law on Enterprises. Supplementing competence as prescribed in Article 167.2 of the Law on Enterprises, Article 293.4 of Decree 155/2020/ND-CP

	General Directors, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases: a/ For contracts with a value less than *<u>or equal to [twenty percent (20%), the</u>* total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, The General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests; b. For contracts with a value greater than *<u>[twenty percent (20%)]</u>* of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, The General Director, other executives who have been disclosed to shareholders who have no related interests have the right to vote on	executives and individuals and organizations related to these subjects shall not be invalidated in the following cases: a. For contracts with a value of less than **<u>35% of the</u>** total value of assets recorded in the latest financial statements [...] b. For contracts with a value greater than **<u>35% of</u>** the total asset value recorded in the latest financial statements [...]	

	the matter, and those shareholders have approved the contract or transaction;		
10	**Article 60. Effective Date** 1. This Charter consists of 20 chapters and 60 articles, which was unanimously approved by the General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company *on September 30, 2021 and jointly approved the full validity of this Charter.* 2. The Charter shall be made in 05 copies, of equal validity and must be kept at the Company's head office. […]	**Article 60. Effective Date** 1. This Charter consists of 20 chapters and 60 articles which have been unanimously amended and approved by the General Meeting of Shareholders of Lam Dong Foodstuffs Joint Stock Company **according to the valid Resolution of the General Meeting of Shareholders No. ...... date..... /...... /..... approving the full effect of this Charter.** 2. The charter shall be made into .... _copies, of equal value and must be kept at the Company's head office. […]	Realistic editing