VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

No.: 506/TTr-HĐQTCSVN

SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom - Happiness

Ho Chi Minh City, June 15, 2026

SUBMISSION
Re: Approval of the amendments and supplements to the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors of Vietnam Rubber Group – Joint Stock Company

To: Esteemed Shareholders

Pursuant to the Law on Enterprises and guiding documents for implementation thereof;

Pursuant to the Charter on Organization and Operation of Vietnam Rubber Group – Joint Stock Company;

Pursuant to the Internal Regulations on Corporate Governance of Vietnam Rubber Group – Joint Stock Company;

Pursuant to the Regulations on Operation of the Board of Directors of Vietnam Rubber Group – Joint Stock Company;

Pursuant to Resolution No. 114/NQ-HĐQTCSVN dated May 25, 2026 of the Board of Directors of Vietnam Rubber Group – Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of a number of contentes, replacing Submission No. 433/TTr-HĐQTCSVN dated May 25, 2026, as follows:

- Amendments and supplements to the Internal Regulations on Corporate Governance of Vietnam Rubber Group – Joint Stock Company *(the detailed Appendix of amendments and supplements and the full text of the Regulations are attached herewith)*;

- Amendments and supplements to the Regulations on Operation of the Board of Directors of Vietnam Rubber Group – Joint Stock Company *(the detailed Appendix of amendments and supplements and the full text of the Regulations are attached herewith)*;

Respectfully submitted./.

Recipients:
- As above;
- BOD, BOS, Board of Management;
- Posted on the website;
- Archived at: Administration Office, Legal and Inspection Department.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

Tran Cong Kha

VIETNAM RUBBER GROUP – JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM **Independence – Liberty – Happiness**
	Ho Chi Minh City, June 15, 2026

AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF THE GROUP

(Attached to Proposal No. 506/TTr-HĐQTCSVN dated 15/6/2026 of Vietnam Rubber Group - Joint Stock Company)

Current Regulation (3rd version – June 2025)	Proposed amendments and supplements	Notes
INTRODUCTION	**INTRODUCTION**	
This Regulation was approved by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company at the 2025 Annual General Meeting of Shareholders held on June 17, 2025.	This Regulation was approved by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company at the 2026 Annual General Meeting of Shareholders held on …/…/2026.	
Chapter I. GENERAL PROVISIONS	**Chapter I. GENERAL PROVISIONS**	
Article 1. Significance and scope of application	**Article 1. Significance and scope of application**	Proposed addition
1. The Internal Regulation on Corporate Governance of Vietnam Rubber Group - Joint Stock Company (hereinafter referred to as the "Regulation") is developed and issued in accordance with the requirements of the law on corporate governance for joint stock companies under the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; the Law on Securities No. 54/2019/QH14 dated November 26, 2019; the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024;	1. The Internal Regulation on Corporate Governance of Vietnam Rubber Group - Joint Stock Company (hereinafter referred to as the "Regulation") is developed and issued in accordance with the requirements of the law on corporate governance for joint stock companies under the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, *as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025*; the Law on Securities No. 54/2019/QH14 dated November 26, 2019; the Law amending and supplementing a number of articles of	

Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities; Government Decree No. 128/NĐ-CP dated December 30, 2021, amending and supplementing a number of articles of Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities and the securities market; Ministry of Finance Circular No. 96/2020/TT-BTC dated November 16, 2020, guiding the disclosure of information on the securities market; Ministry of Finance Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies; the Charter of Organization and Operation of Vietnam Rubber Group - Joint Stock Company; and other relevant legal regulations. Furthermore, this Regulation also considers and applies widely accepted international corporate governance practices that are suitable for conditions in Vietnam and the context and practical situation of the Group.	the Law on Securities No. 56/2024/QH15 dated November 29, 2024; Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities; Government Decree No. 128/NĐ-CP dated December 30, 2021, amending and supplementing a number of articles of Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities and the securities market; *Government Decree No. 245/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities*; Ministry of Finance Circular No. 96/2020/TT-BTC dated November 16, 2020, guiding the disclosure of information on the securities market; Ministry of Finance Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies; the Charter of Organization and Operation of Vietnam Rubber Group - Joint Stock Company; and other relevant legal regulations. Furthermore, this Regulation also considers and applies widely accepted international corporate governance practices that are suitable for conditions in Vietnam and the context and practical situation of the Group.	
~~***Article 3. Principles of Group governance***~~		This article is not in

		Circular 116/2020/TT-BTC; proposal to remove
~~***Article 4. Business ethics code***~~		This article is not in Circular 116/2020/TT-BTC; proposal to remove
Chapter II. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	**Chapter II. GENERAL MEETING OF SHAREHOLDERS**	Proposal to remove in accordance with the structure of Circular 116/2020/TT-BTC
~~***Article 5. Rights of shareholders***~~		This article is not in Circular 116/2020/TT-BTC; proposal to remove
~~***Article 6. Fair treatment of shareholders***~~		This article is not in Circular 116/2020/TT-BTC; proposal to remove
~~***Article 7. Rights and obligations of major shareholders in Group governance***~~		This article is not in Circular 116/2020/TT-BTC; proposal to remove
~~***Article 8. Dividend Policy of the Group***~~		This article is not in Circular 116/2020/TT-BTC; proposal to remove
	Article 3. Role, rights, and obligations of the General Meeting of Shareholders	Proposed addition in accordance with Circular 116

	1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Group. *2. The rights and obligations of the General Meeting of Shareholders are specified in Article 15 of the Charter.*	Proposed addition in accordance with Circular 116
	Section 1. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by voting at the General Meeting of Shareholders	Proposal to divide content in accordance with Circular 116
Article 9. Preparation for the Annual General Meeting of Shareholders	**Article 4. Preparation for the Annual General Meeting of Shareholders**	Adjusted in accordance with the Charter
… 2. The authority of the General Meeting of Shareholders is specified in Article 22 of the Charter. 3. Basic steps for preparing for the Annual General Meeting of Shareholders: Regulations on convening the General Meeting of Shareholders, the meeting agenda, and the notice of invitation to the General Meeting of Shareholders are specified in Article 23 of the Charter; specifically, the steps for preparing for the Annual General Meeting of Shareholders are as follows: a) Preparation of the agenda and content of the Meeting: - The agenda and content of the General Meeting of Shareholders shall determine the participants, the organization method, and the issues that need to be discussed and passed at the Annual General Meeting of Shareholders. - During the period before the decision to organize the General Meeting of Shareholders is made, the Board of Directors shall consider all proposals, whether formal or	… 2. The authority of the General Meeting of Shareholders is stipulated in Article ***15*** of the Charter. 3. Basic steps for preparing for the Annual General Meeting of Shareholders: Regulations on convening the General Meeting of Shareholders, the meeting agenda, and the notice of invitation to the General Meeting of Shareholders are stipulated in Article ***16*** of the Charter; specifically, the steps for preparing for the Annual General Meeting of Shareholders are as follows: a) Preparation of the meeting agenda and content: - The agenda and content of the General Meeting of Shareholders will determine the composition, organization method, and issues to be discussed and approved at the Annual General Meeting of Shareholders. - During the period before deciding to organize the General Meeting of Shareholders, the Board of Directors shall consider all proposals, whether formal or	

informal, submitted by shareholders for inclusion in the meeting agenda. - The preparation of documents for members of the Board of Directors must ensure sufficient time for review and decision-making, and must comply with the regulations on the working procedures of the Board of Directors. b) Making preliminary decisions: The Board of Directors shall make preliminary decisions on the following issues in preparation for the General Meeting of Shareholders: - Content and agenda of the meeting; - Date of the General Meeting of Shareholders: The Board of Directors shall decide the date of the Annual General Meeting of Shareholders within the timeframe specified in the Charter. - Venue and form of the General Meeting of Shareholders: + The Board of Directors shall decide the venue and form of the General Meeting of Shareholders in accordance with the Charter. In particular, the venue for the General Meeting of Shareholders must allow shareholders to attend and ensure sufficient space for attending shareholders. The number of attending shareholders and the specific plan for the meeting venue shall be estimated in advance by the Board of Directors. + The General Meeting of Shareholders may be organized in person, by written opinion, or online in accordance with the Law on Enterprises and the Charter. In cases where shareholders attend and vote online, via electronic voting, or other electronic forms	informal, suggested by shareholders for inclusion in the meeting agenda. - The preparation of documents for members of the Board of Directors must ensure sufficient time for review and decision-making, and must comply with the regulations on the working procedures of the Board of Directors. b) Making preliminary decisions: The Board of Directors shall make preliminary decisions on the following issues in preparing for the General Meeting of Shareholders: - Content and agenda of the meeting; - Date of the General Meeting of Shareholders: The Board of Directors shall decide the date for holding the Annual General Meeting of Shareholders within the time limit stipulated in the Charter. - Venue and form of organizing the General Meeting of Shareholders: + The Board of Directors shall decide the venue and form of organizing the General Meeting of Shareholders in accordance with the Charter. In particular, the venue for the General Meeting of Shareholders must allow shareholders to attend and ensure sufficient space for attending shareholders. The number of attending shareholders and the specific plan for the meeting venue shall be estimated by the Board of Directors in advance. ~~*+ The General Meeting of Shareholders may be organized in person, by obtaining written opinions, or online in accordance with the Law on Enterprises and the Charter. In cases where shareholders attend and vote online, via electronic voting, or other electronic*~~	

(as specified in Point c, Clause 3, Article 144 of the Law on Enterprises and the Charter), appropriate information technology must be applied to ensure the rights of shareholders to attend, express opinions, and vote at the General Meeting of Shareholders. + The regulations on organizing the General Meeting of Shareholders via online and electronic voting forms shall be decided by the Group's Board of Directors and sent simultaneously with the content, agenda, documents, etc., to shareholders to organize the Annual General Meeting of Shareholders in accordance with regulations. The regulations on organizing the General Meeting of Shareholders via online and electronic voting forms or other electronic forms (mentioned above) shall also apply to the Extraordinary General Meeting of Shareholders as specified in Article 11 of this Regulation. - Procedures related to meeting notification, list of documents, and the final record date: The final record date is determined as the date on which shareholders are entitled to attend the General Meeting of Shareholders, ~~*as specified in Article 25 of the Charter*~~. c) Preparation of the shareholder list: The shareholder list is established for the following purposes: - To identify shareholders eligible to attend the General Meeting of Shareholders. The shareholder list must include information on all shareholders registered as of the record date, including:	~~*forms (as stipulated in Point c, Clause 3, Article 144 of the Law on Enterprises and the Charter), appropriate information technology must be applied to ensure the rights of shareholders to attend, express opinions, and vote at the General Meeting of Shareholders.*~~ ~~*+ The regulation on organizing the General Meeting of Shareholders in an online form and via electronic voting shall be decided by the Group's Board of Directors and sent simultaneously with the contents, agenda, documents, etc., to shareholders to organize the Annual General Meeting of Shareholders in accordance with regulations. The regulation on organizing the General Meeting of Shareholders in an online form and via electronic voting or other electronic forms (mentioned above) shall also apply to the Extraordinary General Meeting of Shareholders as stipulated in Article 11 of this Regulation.*~~ - Procedures related to meeting notification, list of documents, and the record date: The record date is determined as the date on which shareholders are entitled to attend the General Meeting of Shareholders in ***accordance with the law***. c) Preparing the list of shareholders: The list of shareholders is established for the following purposes: - To identify shareholders eligible to attend the General Meeting of Shareholders. The list of shareholders must include information on all shareholders registered as of the record date, including: + Full name; + Contact address, nationality, identity card, passport,	These 2 points will be moved to Section 2 and Section 3 in accordance with Circular 116 The content of Article 25 of the Charter has been proposed for removal in the new Charter

+ Full name; + Contact address, nationality, identity card, passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; + Number of shares of each type; + Number and date of shareholder registration for each shareholder; + Email address, if any. - The Group shall disclose information regarding the record date for the list of shareholders eligible to attend the General Meeting of Shareholders at least twenty (20) days prior to the expected record date. - Notification to shareholders regarding the General Meeting of Shareholders as stipulated in Point d, Clause 3 of this Article. - The person in charge of the Group's corporate governance shall assist shareholders in verifying information to ensure that their rights are fully registered. Shareholders have the right to verify the accuracy of information in the shareholder register regarding themselves and the number of shares they hold. Shareholders have the right to request the correction of inaccurate information or the addition of necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with regulations. - The Board of Directors may correct, supplement, or change the shareholder list after the record date for the purpose of restoring the legal rights of shareholders	or other valid personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; + Number of shares of each type; + Number and date of shareholder registration for each shareholder; + Email address, if any. - The Group shall disclose information regarding the record date for the list of shareholders eligible to attend the General Meeting of Shareholders at least twenty (20) days prior to the expected record date. - Notification to shareholders regarding the General Meeting of Shareholders as stipulated in Point d, Clause 3 of this Article. - The person in charge of the Group's corporate governance shall assist shareholders in verifying information to ensure that their rights are fully registered. Shareholders have the right to verify the accuracy of information in the shareholder register regarding themselves and the number of shares they hold. Shareholders have the right to request the correction of inaccurate information or the addition of necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with regulations. - The Board of Directors may correct, supplement, or change the shareholder list after the record date for the purpose of restoring the legal rights of shareholders who were not included in this list or correcting other errors (related to shareholder information).	

who were not included in this list or correcting other errors (related to shareholder information). d) Notice of invitation to the General Meeting of Shareholders: The notice of invitation to the General Meeting of Shareholders is stipulated in the Charter, specifically as follows: - Method of sending the meeting invitation notice: The method of notification shall be in accordance with Clause 5, Article 26 of the Charter, and the meeting invitation notice may be (i) sent via email and posted on the Group's website; (ii) publicly announced in mass media with a large readership; (iii) published in central or local newspapers where the Group's head office is located for at least 03 (three) consecutive issues. - Information in the meeting invitation notice: The notice of invitation to the General Meeting of Shareholders must contain full information to guide shareholders on how to attend the meeting. Minimum information includes: + Name and address of the Group's head office; + Business code; + Time and venue of the meeting; + Name and contact address of the shareholder or the authorized representative of the shareholder; + Record date; + Agenda and content of the meeting; + Proxy form; + Voting ballot and discussion documents; + Information on the time and location where shareholders can receive documents regarding the	d) Notice of invitation to the General Meeting of Shareholders: The notice of invitation to the General Meeting of Shareholders is stipulated in the Charter, specifically as follows: - Method of sending the meeting invitation notice: The method of notification shall be in accordance with Clause 5, Article ***18*** of the Charter, and the meeting invitation notice may be (i) sent via email and posted on the Group's website; (ii) publicly announced in mass media with a large readership; (iii) published in central or local newspapers where the Group's head office is located for at least 03 (three) consecutive issues. - Information in the meeting invitation notice: The notice of invitation to the General Meeting of Shareholders must contain full information to guide shareholders on how to attend the meeting. Minimum information includes: + Name and address of the Group's head office; + Business code; + Time and venue of the meeting; + Name and contact address of the shareholder or the authorized representative of the shareholder; + Record date; + Agenda and content of the meeting; + Proxy form; + Voting ballot and discussion documents; + Information on the time and location where shareholders can receive documents regarding the agenda and content of the meeting; + Time to start registering for the meeting;	

agenda and content of the meeting; + Time to start registering for the meeting; + Venue for meeting registration; + Person designated by the Group to receive shareholder notifications regarding errors in meeting registration; + Contact address and information of the person to whom shareholders send written votes to the meeting. - Information and documents for the General Meeting of Shareholders: Basic information and documents to be provided to shareholders when attending the General Meeting of Shareholders include: + Annual report and audited annual financial statements; + Report of the Independent Auditor; + Report of the Board of Supervisors; + Report on the activities of the Board of Directors; + Draft amendments to the Charter, draft new Charter (if any); + Draft Resolution of the Annual General Meeting of Shareholders; + Information on candidates nominated for the Board of Directors and the Board of Supervisors; + Opinions of the Board of Directors on each issue in the meeting agenda and dissenting opinions (if any). - Method of sending voting ballots: The method of sending voting ballots is stipulated in the Charter or according to the instructions in the Voting and Election Regulation of the Board of Directors sent along with the notice of invitation to the General Meeting of Shareholders.	+ Venue for meeting registration; + Person designated by the Group to receive shareholder notifications regarding errors in meeting registration; + Contact address and information of the person to whom shareholders send written votes to the meeting. - Information and documents for the General Meeting of Shareholders: Basic information and documents to be provided to shareholders when attending the General Meeting of Shareholders include: + Annual report and audited annual financial statements; + Report of the Independent Auditor; + Report of the Board of Supervisors; + Report on the activities of the Board of Directors; + Draft amendments to the Charter, draft new Charter (if any); + Draft Resolution of the Annual General Meeting of Shareholders; + Information on candidates nominated for the Board of Directors and the Board of Supervisors; + Opinions of the Board of Directors on each issue in the meeting agenda and dissenting opinions (if any). - Method of sending voting ballots: The method of sending voting ballots is stipulated in the Charter or according to the instructions in the Voting and Election Regulation of the Board of Directors sent along with the notice of invitation to the General Meeting of Shareholders. e) Approval of the meeting agenda and content: - Identification of shareholders with the right to propose	

e) Approval of the meeting agenda and content: - Identification of shareholders with the right to propose issues for inclusion in the meeting agenda: + A shareholder or group of shareholders as stipulated in Clause 3, Article 9 of the Charter has the right to propose issues for inclusion in the meeting agenda in accordance with Article 26 of the Charter. + Proposals for issues to be included in the agenda of the General Meeting of Shareholders must be sent in writing to the Group in accordance with the Charter. The written proposal for issues to be included in the meeting agenda must include the following information: • Name of the shareholder; • Number and type of shares held by the shareholder; • Number and date of shareholder registration at the Group; • Issue proposed for inclusion in the meeting agenda; • Signature of the shareholder; • Reason for the proposal; + If the person signing the written proposal is a representative of the shareholder, a valid power of attorney must be attached. + The Board of Directors has the right to reject shareholder proposals in cases not in accordance with Clause 3, Article 26 of the Charter. In addition, the Board of Directors also has the right to reject a shareholder proposal if that proposal does not comply with legal regulations. - The Board of Directors shall include issues proposed by shareholders that are valid (not rejected) as a separate item in the agenda of the General Meeting of	issues for inclusion in the meeting agenda: + A shareholder or group of shareholders as stipulated in Clause 3, Article ***13*** of the Charter has the right to propose issues for inclusion in the meeting agenda in accordance with Article ***18*** of the Charter. + Proposals for issues to be included in the agenda of the General Meeting of Shareholders must be sent in writing to the Group in accordance with the Charter. The written proposal for issues to be included in the meeting agenda must include the following information: • Name of the shareholder; • Number and type of shares held by the shareholder; • Number and date of shareholder registration at the Group; • Issue proposed for inclusion in the meeting agenda; • Signature of the shareholder; • Reason for the proposal; + If the person signing the written proposal is a representative of the shareholder, a valid power of attorney must be attached. + The Board of Directors has the right to reject shareholder proposals in cases not in accordance with Clause 3, Article ***18*** of the Charter. In addition, the Board of Directors also has the right to reject a shareholder proposal if that proposal does not comply with legal regulations. - The Board of Directors shall include issues proposed by shareholders that are valid (not rejected) as a separate item in the agenda of the General Meeting of Shareholders. - The Board of Directors shall notify shareholders of the	

Shareholders. - The Board of Directors shall notify shareholders of the decisions to reject shareholder proposals at the General Meeting of Shareholders, along with the reasons for such rejection. The Board of Directors may also send a written rejection of the proposal along with the reasons for rejection. - Issues included in the meeting agenda shall include the contents of the Annual General Meeting of Shareholders as stipulated in Clause 2, Article 23 of the Charter. f) Draft Resolution of the General Meeting of Shareholders: The Board of Directors must prepare a draft Resolution for issues in the agenda of the General Meeting of Shareholders in accordance with ~~Article 29 of the Charter~~.	decisions to reject shareholder proposals at the General Meeting of Shareholders, along with the reasons for such rejection. The Board of Directors may also send a written rejection of the proposal along with the reasons for rejection. - Issues included in the meeting agenda shall include the contents of the Annual General Meeting of Shareholders as stipulated in Clause 2, Article ***16*** of the Charter. f) Draft Resolution of the General Meeting of Shareholders: The Board of Directors must prepare a draft Resolution for issues in the agenda of the General Meeting of Shareholders in accordance with regulations.	
Article 10. Organization of the Annual General Meeting of Shareholders	**Article 5. Organization of the Annual General Meeting of Shareholders**	Adjusted in accordance with the Charter
The sequence, procedures, and conditions for conducting the Annual General Meeting of Shareholders are stipulated in Article 28 of the Charter. In addition, specific steps for organizing the General Meeting of Shareholders are noted and supplemented as follows: 1. Registration for the General Meeting of Shareholders: Registration for attending the General Meeting of Shareholders is stipulated specifically as follows: a) The person in charge of corporate governance of the Group or a department/individual designated by the	The sequence, procedures, and conditions for conducting the Annual General Meeting of Shareholders are stipulated in Article ***20*** of the Charter. In addition, specific steps for organizing the General Meeting of Shareholders are noted and supplemented as follows: 1. Registration for the General Meeting of Shareholders: Registration for attending the General Meeting of Shareholders is stipulated specifically as follows: a) The person in charge of corporate governance of the Group or a department/individual designated by the	

Board of Directors is responsible for carrying out the registration for the General Meeting of Shareholders. b) Registration for the General Meeting of Shareholders includes registering shareholders and authorized representatives of shareholders to attend before the opening of the General Meeting of Shareholders. Shareholders are registered to verify the minimum percentage of shareholders or authorized representatives of shareholders attending the meeting as required for the General Meeting of Shareholders to commence validly. c) In case a shareholder appoints more than one authorized representative, the specific number of shares and voting rights authorized to each representative must be determined. d) In case the Notice is accompanied by a voting ballot, a shareholder is considered to have attended the meeting if they have sent the voting ballot by registered mail to the Board of Directors no later than 01 day before the opening of the meeting. e) The verification of delegate status is stipulated in Clause 1, Article 28 of the Charter. Documents required to be brought to the meeting, presented, and checked upon registration are clearly stated in the notice of invitation to the General Meeting of Shareholders, including: identity card, passport or a copy of the business registration certificate, invitation letter, and a valid power of attorney (in case of authorization). Registration is conducted at the location where the General Meeting of Shareholders takes place. 2. Verification and announcement of the minimum	Board of Directors is responsible for carrying out the registration for the General Meeting of Shareholders. b) Registration for the General Meeting of Shareholders includes registering shareholders and authorized representatives of shareholders to attend before the opening of the General Meeting of Shareholders. Shareholders are registered to verify the minimum percentage of shareholders or authorized representatives of shareholders attending the meeting as required for the General Meeting of Shareholders to commence validly. c) In case a shareholder appoints more than one authorized representative, the specific number of shares and voting rights authorized to each representative must be determined. d) In case the Notice is accompanied by a voting ballot, a shareholder is considered to have attended the meeting if they have sent the voting ballot by registered mail to the Board of Directors no later than 01 day before the opening of the meeting. e) The verification of delegate status is stipulated in Clause 1, Article ***20*** of the Charter. Documents required to be brought to the meeting, presented, and checked during registration are clearly stated in the invitation notice for the General Meeting of Shareholders, including: identity card, passport or a copy of the business registration certificate, invitation letter, and a valid power of attorney (in case of authorization). Registration shall be performed at the venue of the General Meeting of Shareholders. 2. Verification and announcement of the minimum	

percentage of attending shareholders: The verification and announcement of the minimum percentage of attending shareholders are carried out in accordance with Article 27 of the Charter. Specifically, the person in charge of corporate governance of the Group or the Delegate Status Verification Committee designated by the Board of Directors is responsible for checking and announcing the number of delegates attending the meeting in accordance with the minimum attendance percentage as required. This percentage must be announced by the Chairperson of the General Meeting of Shareholders immediately after the registration of shareholders attending the meeting is completed and before shareholders proceed to vote. 3. Opening of the General Meeting of Shareholders: a) When the minimum number of members attending the meeting as stipulated in Article 27 of the Charter is reached, the Chairperson of the Board of Directors shall declare the opening of the General Meeting of Shareholders. b) The Chairperson of the General Meeting of Shareholders is stipulated in Clause 2, Article 28 of the Charter. In case of electing a Chairperson, the names of the nominated candidates and the number of votes shall be announced, and the person with the highest number of votes shall serve as the Chairperson of the meeting. c) The Chairperson of the General Meeting of Shareholders shall nominate one or more secretaries to record and prepare the minutes of the General Meeting of Shareholders. 4. Election of the Vote Counting Committee:	percentage of attending shareholders: The verification and announcement of the minimum percentage of attending shareholders are carried out in accordance with Article ***19*** of the Charter. Specifically, the person in charge of corporate governance of the Group or the Delegate Status Verification Committee designated by the Board of Directors is responsible for checking and announcing the number of delegates attending the meeting in accordance with the minimum attendance percentage as required. This percentage must be announced by the Chairperson of the General Meeting of Shareholders immediately after the registration of shareholders attending the meeting is completed and before shareholders proceed to vote. 3. Opening of the General Meeting of Shareholders: a) When the minimum number of members attending the meeting as stipulated in Article ***19*** of the Charter is reached, the Chairperson of the Board of Directors shall declare the opening of the General Meeting of Shareholders. b) The Chairperson of the General Meeting of Shareholders is stipulated in Clause 2, Article ***20*** of the Charter. In case of electing a Chairperson, the names of the nominated candidates and the number of votes shall be announced, and the person with the highest number of votes shall serve as the Chairperson of the meeting. c) The Chairperson of the General Meeting of Shareholders shall nominate one or more secretaries to record and prepare the minutes of the General Meeting of Shareholders. 4. Election of the Vote Counting Committee:	

a) The Chairperson shall request the General Meeting of Shareholders to elect a Vote Counting Committee at each General Meeting of Shareholders in accordance with the provisions of Point c, Clause 2, Article 28 of the Charter. b) The requirements for members of the Vote Counting Committee include: - One of the members of the Vote Counting Committee shall be a person with knowledge of legal regulations, who may be an employee from an appropriate professional department of the Group; - Members of the Vote Counting Committee shall not be members of the Board of Directors or candidates for the Board of Directors; - Members of the Vote Counting Committee shall not be members of the Board of General Directors, the Board of Supervisors, the Chief Accountant, or candidates for the aforementioned positions; - Members of the Vote Counting Committee shall not be persons related to the aforementioned individuals; - Members of the Vote Counting Committee should be persons with experience in voting and election procedures. c) The Vote Counting Committee shall be responsible for counting votes and preparing a written report on the vote counting results after the conclusion of the General Meeting of Shareholders. The report on vote counting results must be signed by all members of the Vote Counting Committee. Members who refuse to sign this report must explain the reason for their refusal, and this reason shall be included in the appendix of the report.	a) The Chairperson shall request the General Meeting of Shareholders to elect a Vote Counting Committee at each General Meeting of Shareholders in accordance with the provisions of Point c, Clause 2, Article ***20*** of the Charter. b) The requirements for members of the Vote Counting Committee include: - One of the members of the Vote Counting Committee shall be a person with knowledge of legal regulations, who may be an employee from an appropriate professional department of the Group; - Members of the Vote Counting Committee shall not be members of the Board of Directors or candidates for the Board of Directors; - Members of the Vote Counting Committee shall not be members of the Board of General Directors, the Board of Supervisors, the Chief Accountant, or candidates for the aforementioned positions; - Members of the Vote Counting Committee shall not be persons related to the aforementioned individuals; - Members of the Vote Counting Committee should be persons with experience in voting and election procedures. c) The Vote Counting Committee shall be responsible for counting votes and preparing a written report on the vote counting results after the conclusion of the General Meeting of Shareholders. The report on vote counting results must be signed by all members of the Vote Counting Committee. Members who refuse to sign this report must explain the reason for their refusal, and this reason shall be included in the appendix of the report.	

d) To ensure that the vote counting procedure is public and clear, the Vote Counting Committee shall be supervised during the vote counting process. The Chairperson of the General Meeting of Shareholders shall nominate a person or department responsible for supervising the vote counting process. This person should be a minority shareholder and independent of the Group. This person has the right to intervene and report immediately upon detecting signs of irregularities or lack of transparency during the vote counting process. e) The person designated to supervise the vote counting process has the right to: - Prevent any acts that violate the election regulations; - Report to the Chairperson of the General Meeting of Shareholders regarding any signs of irregularities in the vote counting process, if any. f) The Head of the Vote Counting Committee has the right to propose that the Chairperson supplement the number of personnel or replace personnel of the assisting department for the Vote Counting Committee in organizing the voting at the General Meeting of Shareholders. ...	d) To ensure that the vote counting procedure is public and clear, the Vote Counting Committee shall be supervised during the vote counting process. The Chairperson of the General Meeting of Shareholders shall nominate a person or department responsible for supervising the vote counting process. This person should be a minority shareholder and independent of the Group. This person has the right to intervene and report immediately upon detecting signs of irregularities or lack of transparency during the vote counting process. e) The person designated to supervise the vote counting process has the right to: - Prevent any acts that violate the election regulations; - Report to the Chairperson of the General Meeting of Shareholders regarding any signs of irregularities in the vote counting process, if any. f) The Head of the Vote Counting Committee has the right to propose that the Chairperson supplement the number of personnel or replace personnel of the assisting department for the Vote Counting Committee in organizing the voting at the General Meeting of Shareholders. ...	
Article 11. Extraordinary General Meeting of Shareholders	**Article 6. Extraordinary General Meeting of Shareholders**	Adjusted according to the Charter
The sequence, conditions, and responsibilities for convening an Extraordinary General Meeting of Shareholders are stipulated in Article 23 of the Charter. In addition, specific regulations are as follows: 1. Cases for organizing an Extraordinary General	The sequence, conditions, and responsibilities for convening an Extraordinary General Meeting of Shareholders are stipulated in Article **16** of the Charter. In addition, specific regulations are as follows: 1. Cases for organizing an Extraordinary General	

Meeting of Shareholders: Cases for organizing an Extraordinary General Meeting of Shareholders are specifically stipulated in Clause 3, Article 23 of the Charter. 2. Preparation for the Extraordinary General Meeting of Shareholders: a) The General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the General Meeting of Shareholders shall be determined as the location where the Chairperson attends the meeting. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases: - The Board of Directors deems it necessary for the interests of the Group; - The audited quarterly, six (06)-month, or annual financial statements reflect that the owner's equity has lost half (1/2) of its value compared to the beginning of the period; - The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number of members required by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the number of members stipulated in the Charter; - At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 9 of the	Meeting of Shareholders: Cases for organizing an Extraordinary General Meeting of Shareholders are specifically stipulated in Clause 3, Article **16** of the Charter. 2. Preparation for the Extraordinary General Meeting of Shareholders: a) The General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the General Meeting of Shareholders shall be determined as the location where the Chairperson attends the meeting. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases: - The Board of Directors deems it necessary for the interests of the Group; - The audited quarterly, six (06)-month, or annual financial statements reflect that the owner's equity has lost half (1/2) of its value compared to the beginning of the period; - The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number of members required by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the number of members stipulated in the Charter; - At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article ***13*** of the	

Charter; - The Board of Supervisors requests the convening of a meeting in writing if the Board of Supervisors finds that members of the Board of Directors or managers have seriously violated their obligations under Article 165 of the Law on Enterprises, or the Board of Directors acts or intends to act outside the scope of its authority; - Other cases as prescribed by law. ...	Charter; - The Board of Supervisors requests the convening of a meeting in writing if the Board of Supervisors finds that members of the Board of Directors or managers have seriously violated their obligations under Article 165 of the Law on Enterprises, or the Board of Directors acts or intends to act outside the scope of its authority; - Other cases as prescribed by law. ...	
Article 12. Resolutions of the General Meeting of Shareholders	**Article 7. Resolutions of the General Meeting of Shareholders**	Adjusted according to the Charter
Resolutions of the General Meeting of Shareholders are passed according to the following regulations: 1. Resolutions must be passed with the voting ratio specified in Article 30 of the Charter. 2. Resolutions must be passed by the General Meeting of Shareholders in writing. Resolutions related to the issuance of other types of securities must comply with the provisions of the law on securities and the securities market. 3. Resolutions of the General Meeting of Shareholders may be requested to be cancelled in accordance with Article 33 of the Charter. The following cases must be carefully considered as they may lead to the cancellation of a resolution of the General Meeting of Shareholders: a) Failure to notify all shareholders of the meeting in a timely manner; b) Failure to provide shareholders with the opportunity to access documents for the General Meeting of Shareholders;	Resolutions of the General Meeting of Shareholders are passed according to the following regulations: 1. Resolutions must be passed with the voting ratio specified in Article **21** of the Charter. 2. Resolutions must be passed by the General Meeting of Shareholders in writing. Resolutions related to the issuance of other types of securities must comply with the provisions of the law on securities and the securities market. 3. Resolutions of the General Meeting of Shareholders may be requested to be cancelled in accordance with Article **24** of the Charter. The following cases must be carefully considered as they may lead to the cancellation of a resolution of the General Meeting of Shareholders: a) Failure to notify all shareholders of the meeting in a timely manner; b) Failure to provide shareholders with the opportunity to access documents for the General Meeting of Shareholders;	

c) The resolution was passed but violated the authority of the General Meeting of Shareholders; d) Contents included in the Resolution were not in the agenda that actually took place.	c) The resolution was passed but violated the authority of the General Meeting of Shareholders; d) Contents included in the Resolution were not in the agenda that actually took place. *4. Disclosure of Resolutions of the General Meeting of Shareholders:* *a) A resolution of the General Meeting of Shareholders takes effect from the date it is passed by the General Meeting of Shareholders or from the effective date specified in that resolution.* *b) The Resolution, Minutes of the General Meeting of Shareholders, and related attached documents (if any) must be disclosed in accordance with the law on information disclosure.*	Proposed addition according to Circular 116
Article 13. Reports of the Board of Directors and the Board of Supervisors at the General Meeting of Shareholders	**Article 8. Reports of the Board of Directors and the Board of Supervisors at the General Meeting of Shareholders**	Circular 116/2020/TT-BTC does not contain this, however, it is proposed to keep the content and adjust the Article
	Section 2. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions	Proposal to divide content according to Circular 116
	Article 9. Authority	
	The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters under the voting authority of the General Meeting of Shareholders when deemed necessary for the interests	Proposal to divide content according to Circular 116 Content extracted from Article 22 of

	of the Group, except for cases stipulated in Clause 1, Article 16 of the Charter.	the Charter
	Article 10. Procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions	Proposal to divide content according to Circular 116
	The Board of Directors shall prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders at least ten (10) days before the deadline for returning the ballots. The preparation of the list of shareholders to receive opinion collection ballots shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 141 of the Law on Enterprises. The requirements and methods for sending opinion collection ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 5, Clause 6, and Clause 7, Article 18 of the Charter. *1. Opinion collection ballots 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 identification document number of the individual shareholder; name, enterprise identification number or establishment decision number, and address of the head office of the institutional shareholder; or full name, contact address, nationality, and legal*	Proposal to divide content according to Circular 116 Extracted from Article 22 of the Charter

	identification document number of the authorized representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder; *d) Matters requiring opinions to be passed;* *e) Voting options including approval, disapproval, and no opinion for each matter requiring opinions;* *f) Deadline for sending the answered opinion collection ballots back to the Group;* *g) Full name and signature of the Chairperson of the Board of Directors and the Legal Representative of the Group;* *2. The answered opinion collection ballot must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the individual/legal representative of the authorized organization;* *3. Shareholders may send the answered opinion collection ballots to the Group in one of the following forms:* *a) By mail: The opinion collection ballot sent to the Group must be enclosed in a sealed envelope and no one has the right to open it before the vote counting;* *b) By fax or email. The opinion collection ballot sent to the Group via fax or email must be kept confidential until the time of vote counting.* *Opinion collection ballots sent to the Group after the deadline specified in the ballot or ballots that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Opinion collection ballots that are not sent back are considered as ballots not*	

	participating in the vote. *4 The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or shareholders who are not managers of the enterprise. 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 pass the resolution;* *c) Number of shareholders with the total number of votes participating in the vote, distinguishing between the number of valid votes and invalid votes, and the method of sending the vote, accompanied by an appendix of the list of shareholders participating in the vote;* *d) Total number of votes for approval, disapproval, and no opinion for each matter;* *e) Matters that have been passed;* *f) Full names and signatures of the Chairperson of the Board of Directors, the Legal Representative of the Group, the vote counting supervisor, and the vote counters.* *Members of the Board of Directors, vote counters, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting;* *5 The vote counting minutes and the Resolution must be*	

	sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the Group has a website, the sending of the vote counting minutes may be replaced by posting them on the Group's website within 24 hours from the time of completion of the vote counting. *6 The answered opinion collection ballots, the vote counting minutes, the passed resolution, and related documents sent with the opinion collection ballots shall be kept at the head office of the Group.* *7 A resolution passed by collecting written opinions from shareholders has the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.*	
	Section 3. Other forms of holding the General Meeting of Shareholders	Proposed to add according to Circular 116
	Article 11. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by online meeting or a combination of in-person and online meeting	Proposal to supplement in accordance with Circular 116 (but consolidated, not divided as in Circular 116)
	1. The Board of Directors shall, based on the Group's situation, decide on other forms of the General Meeting of Shareholders, such as: online meetings, in-person meetings combined with online meetings, or other suitable forms. Shareholders registering to attend and vote electronically shall have the same legal validity as attending and voting in person at the	

	Meeting. *2. The Group is responsible for applying appropriate information technology to ensure the rights of shareholders to attend, express opinions, and vote at the General Meeting of Shareholders via online meetings, electronic voting, or other electronic forms, along with regulations on sequences, procedures, and specific requirements for meeting registration, conduct, discussion, and voting at the meeting, which shall comply with the regulations on organizing the General Meeting of Shareholders from time to time.* *The regulations on organizing the General Meeting of Shareholders in the form of online meetings (or in-person meetings combined with online meetings) and electronic voting shall be decided by the Board of Directors of the Group and sent concurrently with the contents, agenda, and documents, etc., to shareholders to organize the Annual General Meeting of Shareholders in accordance with regulations. The regulations on organizing the General Meeting of Shareholders in the form of online meetings (or in-person meetings combined with online meetings) and electronic voting or other electronic forms (mentioned above) shall also apply to Extraordinary General Meetings of Shareholders as stipulated in Article 6 of this Regulation.* *3. The system for organizing the Meeting in this form must meet the following conditions:* *- The system must be maintained in a safe and stable operating state, ready to meet the connection and attendance requirements of shareholders.*	

	- The main venue must ensure conditions regarding sound, lighting, transmission lines, power sources, electronic means, and other equipment according to the requirements and nature of the online meeting. *- Ensure information security and maintain the confidentiality of accounts for accessing the System. All information received and provided on the System must ensure the principle of information confidentiality and comply with the provisions of the Law on Cyberinformation Security and the Law on Cybersecurity.* *- Electronic data of the Meeting program must be recorded, stored, and used in accordance with regulations.*	
Chapter III. BOARD OF DIRECTORS	**Chapter III. BOARD OF DIRECTORS**	
Article 14. Powers and obligations of the Board of Directors	**Article 12. Powers and obligations of the Board of Directors**	Adjusted according to the Charter
1. The Board of Directors is the management body of the Group, supervising and directing all business activities and affairs of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group, except for matters under the authority of the General Meeting of Shareholders. 2. The Board of Directors has the authority to make decisions in areas specifically stipulated in Article 36 of the Charter and Article 12 of the Regulation on the Operation of the Group's Board of Directors.	1. The Board of Directors is the management body of the Group, supervising and directing all business activities and affairs of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group, except for matters under the authority of the General Meeting of Shareholders. 2. The Board of Directors has the authority to make decisions in areas specifically stipulated in Article ***27*** of the Charter and Article 12 of the Regulation on the Operation of the Group's Board of Directors	
Article 15. Composition and structure of the Board of Directors	**Article 13. Composition and structure of the Board of Directors**	
1. Number of members of the Board of Directors: The number of members of the Board of Directors is as	1. Number of members of the Board of Directors: The number of members of the Board of Directors is as	Pursuant to Clause 79, Article 1, Decree 245/2025/ND-CP

stipulated in Article 34 of the Charter, decided based on the requirements of the law and the specific needs of the Group and shareholders from time to time. 2. Structure of the Board of Directors: a) The structure of the Group's Board of Directors must ensure a balance between executive members and non-executive members. ~~*At least one-third (1/3) of the total number of members of the Board of Directors must be non-executive members to ensure the independence of the Board of Directors.*~~ b) The total number of independent members of the Board of Directors shall be implemented in accordance with current regulations. 3. Term of office of members of the Board of Directors: The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. 4. Classification of members of the Board of Directors: a) Members of the Board of Directors are classified as follows: - By executive nature: Executive members of the Board of Directors and non-executive members. - By independence: Non-executive members of the Board of Directors include independent members and non-independent members. Thus, there are 3 (three) groups of members of the Board of Directors as follows: (i) Executive members of the Board of Directors; (ii) Independent members of the Board of Directors; (iii) Non-executive members of the Board of Directors (non-independent).	stipulated in Article ***25*** of the Charter, decided based on the requirements of the law and the specific needs of the Group and shareholders from time to time. 2. Structure of the Board of Directors: a) The structure of the Group's Board of Directors must ensure a balance between executive members and non-executive members. ***The number of non-executive members of the Board of Directors of the Group must be ensured in accordance with legal regulations.*** b) The total number of independent members of the Board of Directors shall be implemented in accordance with current regulations. 3. Term of office of members of the Board of Directors: The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. 4. Classification of members of the Board of Directors: a) Members of the Board of Directors are classified as follows: - By executive nature: Executive members of the Board of Directors and non-executive members. - By independence: Non-executive members of the Board of Directors include independent members and non-independent members. Thus, there are 3 (three) groups of Board of Directors members as follows: (i) Executive members of the Board of Directors; (ii) Independent members of the Board of Directors; (iii) Non-executive members of the Board of Directors (non-independent).	(amending Decree 155/2020/NĐ-CP)

b) A non-executive member of the Board of Directors is a member of the Board of Directors who does not hold any management or executive position in the Group. c) An independent member of the Board of Directors is a member of the Board of Directors who meets the conditions and standards stipulated in Clause 1, Article 35 of the Charter and satisfies the following conditions: - Is not a person currently working for the Group or a subsidiary of the Group; is not a person who has worked for the Group or a subsidiary of the Group for at least the three (03) consecutive years immediately preceding; - Is not a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Group; - Is not a person currently receiving salary or remuneration from the Group, except for allowances that members of the Board of Directors are entitled to receive as prescribed; - Is not a person who has been a member of the Board of Directors or the Board of Supervisors of the Group for at least the 05 preceding consecutive years, unless they have been appointed for two consecutive terms. - 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 Group; or is a manager of the Group or its subsidiaries. 5. Candidacy, nomination, and verification of candidate eligibility:	b) A non-executive member of the Board of Directors is a member of the Board of Directors who does not hold any management or executive position within the Group. c) An independent member of the Board of Directors is a member of the Board of Directors who meets the conditions and standards prescribed in Clause 1, Article ***26*** of the Charter and satisfies the following conditions: - Is not a person currently working for the Group or a subsidiary of the Group; is not a person who has worked for the Group or a subsidiary of the Group for at least the three (03) consecutive years immediately preceding; - Is not a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Group; - Is not a person currently receiving salary or remuneration from the Group, except for allowances that members of the Board of Directors are entitled to receive as prescribed; - Is not a person who has been a member of the Board of Directors or the Board of Supervisors of the Group for at least the 05 preceding consecutive years, unless they have been appointed for two consecutive terms. - 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 Group; or is a manager of the Group or its subsidiaries. 5. Candidacy, nomination, and verification of candidate	

In case the candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes at least the following contents: a) Full name, date, month, and year of birth; b) Educational level; c) Professional qualifications; d) Work experience; e) Companies where the candidate currently holds the position of member of the Board of Directors and other management titles; f) Assessment report on the candidate's contribution to the Group, in case that candidate is currently a member of the Board of Directors of the Group; g) Interests related to the Group (if any); h) Full name of the shareholder or group of shareholders nominating that candidate (if any); i) Other information (if any). 6. Qualities and competencies: Requirements for members of the Board of Directors	eligibility: In case the candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes at least the following contents: a) Full name, date, month, and year of birth; b) Educational level; c) Professional qualifications; d) Work experience; e) Companies where the candidate currently holds the position of member of the Board of Directors and other management titles; f) Assessment report on the candidate's contribution to the Group, in case that candidate is currently a member of the Board of Directors of the Group; g) Interests related to the Group (if any); h) Full name of the shareholder or group of shareholders nominating that candidate (if any); i) Other information (if any). 6. Qualities and competencies:	

are stipulated in Article 35 of the Charter; in addition, they must possess the following qualities and competencies: a) Possess leadership qualities, integrity, responsibility, ethics, and receive the trust of shareholders, other members of the Board of Directors, managers, and employees of the Group; b) Have the ability to balance the interests of all related parties and make reasonable decisions; c) Possess the necessary professional experience and educational background to operate effectively; d) Have experience and understanding of production and business issues, knowledge of the market, products, and competitors; e) Have the ability to translate knowledge and experience into practical solutions.	Requirements for members of the Board of Directors are prescribed in Article ***26*** of the Charter; in addition, they must possess the following qualities and competencies: a) Possess leadership qualities, integrity, responsibility, ethics, and receive the trust of shareholders, other members of the Board of Directors, managers, and employees of the Group; b) Have the ability to balance the interests of all related parties and make reasonable decisions; c) Possess the necessary professional experience and educational background to operate effectively; d) Have experience and understanding of production and business issues, knowledge of the market, products, and competitors; e) Have the ability to translate knowledge and experience into practical solutions.	
Article 16. Election, removal, and dismissal of members of the Board of Directors	**Article 14. Election, removal, and dismissal of members of the Board of Directors**	Adjusting the Article, keeping the content unchanged
Article 17. Responsibilities and legal obligations of members of the Board of Directors	**Article 15. Responsibilities and legal obligations of members of the Board of Directors**	Adjusting the Article, keeping the content unchanged
The powers and obligations of the Board of Directors are prescribed in Article 36 of the Charter. In addition, members of the Board of Directors shall act in the best interests of the Group, as demonstrated by the following: 1. Responsibilities: a) Demonstrated by the fact that members of the Board of Directors have the responsibility to exercise their	The powers and obligations of the Board of Directors are prescribed in Article ***27*** of the Charter. In addition, members of the Board of Directors shall act in the best interests of the Group, as demonstrated by the following: 1. Responsibilities: a) Demonstrated by the fact that members of the Board of Directors have the responsibility to exercise their	

rights and obligations cautiously and professionally, specifically: - Acting honestly and in good faith; - Being proactive and avoiding falling into a passive position; - Exercising maximum caution; - Regularly and actively participating in meetings of the Board of Directors; - Focusing on issues on the agenda at meetings of the Board of Directors and proactively requesting the organization of meetings of the Board of Directors when necessary; - Ensuring that the Group has an effective internal control system; - Requesting the General Director to provide full information to the Board of Directors so that members of the Board of Directors can grasp the issues within the Group; - Exercising appropriate supervisory responsibilities over senior managers. b) Members of the Board of Directors must be loyal to the interests of the Group and its shareholders. Members of the Board of Directors shall not perform the following actions: - Participating in the Board of Directors of a competitor; - Using the Group's assets and facilities for personal needs; - Disclosing confidential information that affects the interests of the Group; - Using information or business opportunities of the Group for personal gain.	rights and obligations cautiously and professionally, specifically: - Acting honestly and in good faith; - Being proactive and avoiding falling into a passive position; - Exercising maximum caution; - Regularly and actively participating in meetings of the Board of Directors; - Focusing on issues on the agenda at meetings of the Board of Directors and proactively requesting the organization of meetings of the Board of Directors when necessary; - Ensuring that the Group has an effective internal control system; - Requesting the General Director to provide full information to the Board of Directors so that members of the Board of Directors can grasp the issues within the Group; - Exercising appropriate supervisory responsibilities over senior managers. b) Members of the Board of Directors must be loyal to the interests of the Group and its shareholders. Members of the Board of Directors shall not perform the following actions: - Participating in the Board of Directors of a competitor; - Using the Group's assets and facilities for personal needs; - Disclosing confidential information that affects the interests of the Group; - Using information or business opportunities of the Group for personal gain.	

c) Members of the Board of Directors shall cease performing their duties if there is a conflict of interest. Members of the Board of Directors must immediately notify the Board of Directors through the Person in Charge of Corporate Governance of any potential conflict of interest. Members of the Board of Directors shall report information regarding conflicts of interest as prescribed in Article 52 of the Charter. d) Members of the Board of Directors must maintain confidentiality. ~~*Regulations on information are mentioned in Chapter X of this Regulation*~~. Specifically: - Members of the Board of Directors shall take necessary measures to protect the Group's confidential information through the establishment of internal regulations on the protection and disclosure of the Group's information as well as standards for the use of such confidential information; - Members of the Board of Directors shall not disclose the Group's confidential information or use the Group's confidential information for personal gain; - Members of the Board of Directors shall not disclose the Group's confidential information for (05) years from the date of leaving the Group. This requirement shall be stipulated in the Member Agreement signed between the Group and the member of the Board of Directors; - Before assuming the role of a member or within the shortest time after becoming a member, the member of the Board of Directors shall sign a commitment regarding the awareness and implementation of legal requirements and duties related to information confidentiality.	c) Members of the Board of Directors shall cease performing their duties if there is a conflict of interest. Members of the Board of Directors must immediately notify the Board of Directors through the Person in Charge of Corporate Governance of any potential conflict of interest. Members of the Board of Directors shall report information regarding conflicts of interest as prescribed in Article ***41*** of the Charter. d) A member of the Board of Directors must maintain confidentiality. Specifically: - Members of the Board of Directors shall take necessary measures to protect the Group's confidential information through the establishment of internal regulations on the protection and disclosure of the Group's information as well as standards for the use of such confidential information; - Members of the Board of Directors shall not disclose the Group's confidential information or use the Group's confidential information for personal gain; - Members of the Board of Directors shall not disclose the Group's confidential information for (05) years from the date of leaving the Group. This requirement shall be stipulated in the Member Agreement signed between the Group and the member of the Board of Directors; - Before assuming the role of a member or within the shortest time after becoming a member, the member of the Board of Directors shall sign a commitment regarding the awareness and implementation of legal requirements and duties related to information confidentiality. e) Other responsibilities (specifically prescribed in this	Proposal to remove Chapter X in accordance with Circular 116

e) Other responsibilities (specifically prescribed in this Regulation when they arise). ...	Regulation when they arise). ...	
Article 18. Remuneration policy for members of the Board of Directors	**Article 16. Remuneration policy for members of the Board of Directors**	Adjust Article, keep content unchanged
Article 19. Working procedures of the Board of Directors	**Article 17. Working procedures of the Board of Directors**	Adjust Article, keep content unchanged
Article 20. Subcommittees of the Board of Directors	**Article 18. Subcommittees of the Board of Directors**	Adjust Article, keep content intact
Move Article 26 (old) up to comply with Circular 116	***Article 19. Person in Charge of Corporate Governance***	
	1. Role of the Person in Charge of Corporate Governance: *The Person in Charge of Corporate Governance supports the effective conduct of the Group's governance activities, specifically:* *a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Group and shareholders;* *b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;* *c) Providing advice on meeting procedures;* *d) Attend meetings;* *e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;* *f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;*	

	g) Monitoring and reporting to the Board of Directors on the Group's information disclosure activities. *h) Maintaining information confidentiality in accordance with the provisions of the law and the Charter;* *i) Other rights and obligations as prescribed by law and the Charter.* *2. Appointment, term, and dismissal:* *a) The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance who meets the qualifications prescribed in the Charter, with an initial term of three (3) years and subsequent terms of up to five (05) years.* *b) The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that it does not contravene current labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.*	
Chapter IV. BOARD OF MANAGEMENT	**Chapter IV. BOARD OF MANAGEMENT**	
Article 21. Board of Management and authority of the Board of Management	**Article 20. Board of Management and authority of the Board of Management**	
1. The structure of the Board of Management is stipulated in Article 42 of the Charter, including: General Director, Deputy General Director, Chief Accountant, and other management positions appointed by the Board of Directors. 2. The working relationship between members of the Board of Management is determined by the General Director. The General Director has all authority except for the authority belonging to the General Meeting of	1. The structure of the Board of Management is stipulated in Article ***33*** of the Charter, including: General Director, Deputy General Director, Chief Accountant, and other management positions appointed by the Board of Directors. 2. The working relationship between members of the Board of Management is determined by the General Director. The General Director has all authority except for the authority belonging to the General Meeting of	

Shareholders and the Board of Directors as stipulated in Article 44 of the Charter, specifically: a) The General Director decides on the Group's internal management regulations (except for regulations under the authority of the Board of Directors) and performs any other duties as prescribed in the Charter, the Group's Governance Regulation, or Resolutions and Decisions of the Board of Directors. b) The authority of each member of the Board of Management is determined by the General Director through internal regulatory documents after obtaining the approval of the Board of Directors (including the Regulation on Decentralization of Management and other regulations and documents). 3. The obligations and responsibilities of members of the Board of Management are determined by the General Director, ensuring that: a) All members of the management apparatus have the same obligations and responsibilities to the Group as members of the Board of Directors and must comply with the same standards of responsibility for members of the Board of Directors as mentioned in Article 17.1 of this Regulation. b) The duties and responsibilities of Deputy General Directors, the Chief Accountant, and other management positions are specifically stipulated in the Group's internal documents and regulations issued by the General Director within their authority after obtaining the approval of the Board of Directors. 4. Procedures for seeking approval from the Board of Directors:	Shareholders and the Board of Directors as stipulated in Article ***35*** of the Charter, specifically: a) The General Director decides on the Group's internal management regulations (except for regulations under the authority of the Board of Directors) and performs any other duties as prescribed in the Charter, the Group's Governance Regulation, or Resolutions and Decisions of the Board of Directors. b) The authority of each member of the Board of Management is determined by the General Director through internal regulatory documents after obtaining the approval of the Board of Directors (including the Regulation on Decentralization of Management and other regulations and documents). 3. The obligations and responsibilities of members of the Board of Management are determined by the General Director, ensuring that: a) All members of the management apparatus have the same obligations and responsibilities to the Group as members of the Board of Directors and must comply with the same standards of responsibility for members of the Board of Directors as mentioned in Article ***15***.1 of this Regulation. b) The duties and responsibilities of Deputy General Directors, the Chief Accountant, and other management positions are specifically stipulated in the Group's internal documents and regulations issued by the General Director within their authority after obtaining the approval of the Board of Directors. 4. Procedures for seeking approval from the Board of Directors:	

The General Director has the authority and duties as prescribed in Article 44 of the Charter. In the process of performing duties that require the approval of the Board of Directors, the authority stipulated in Article 36 of the Charter shall be followed. 5. Contents and issues for which the General Director must seek the opinion of the Board of Directors are stipulated in Article 36 of the Charter and in accordance with the procedures in Article 35 of this Regulation.	The General Director has the authority and duties as prescribed in Article ***35*** of the Charter. In the process of performing duties that require the approval of the Board of Directors, the authority stipulated in Article ***27*** of the Charter shall be followed. 5. Contents and issues for which the General Director must seek the opinion of the Board of Directors are stipulated in Article ***27*** of the Charter and in accordance with the procedures in Article ***33*** of this Regulation.	
Article 22. Appointment, dismissal, removal, and discharge of the Board of Management	**Article 21. Appointment, dismissal, removal, and discharge of the Board of Management**	
1. Election and term of the Board of Management: a) The appointment and term of the General Director are stipulated in Article 43 of the Charter. - The Board of Directors appoints a member of the Board of Directors or another person as the General Director; signs a contract stipulating remuneration, salary, and other benefits along with other terms related to employment. - ~~*The first*~~ term of the General Director shall be ~~*03 (three) years; subsequent terms shall not exceed*~~ 05 (five) years, and the General Director may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract. b) Deputy General Director, Chief Accountant: - Appointed and reappointed by the Board of Directors upon the proposal of the General Director. - The number of Deputy General Directors is decided by the Board of Directors, in accordance with the Group's management needs.	1. Election and term of the Board of Management: a) The appointment and term of the General Director are prescribed in Article ***34*** of the Charter. - The Board of Directors appoints a member of the Board of Directors or another person as the General Director; signs a contract stipulating remuneration, salary, and other benefits along with other terms related to employment. - The term of the General Director shall not exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract. b) Deputy General Director, Chief Accountant: - Appointed and reappointed by the Board of Directors upon the proposal of the General Director. - The number of Deputy General Directors shall be decided by the Board of Directors, in accordance with the management needs of the Group. - The term of the Deputy General Director and Chief	Adjusted according to Article 34 of the Charter Adjusted according to Article 37 of the Charter

- ~~The first~~ term of the Deputy General Director and Chief Accountant ~~is 03 (three) years; subsequent terms shall not~~ exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract. 2. Standards and conditions for the General Director: The General Director must also meet the following standards and conditions: a) Possess a university degree or higher, and have management and business capabilities; possess professional qualifications and practical experience in business administration or in the field, industry, or business line of the Group~~, and must have at least three (03) years of experience in managing and operating an enterprise in the main business line or a business line related to the main business line of the Group~~; b) Have full civil act capacity and not be subject to the prohibition on enterprise management as prescribed by the Law on Enterprises; c) Have good health, good moral character, honesty, integrity, and an understanding of and sense of compliance with the law; d) Not be a person with family relationships with the enterprise managers or supervisors of the Group; or a representative of state capital at the Group; e) May not concurrently hold the position of Director or General Director of another enterprise. 3. Standards for selecting the Chief Accountant: The standards and conditions for the position of Chief Accountant are as follows:	Accountant shall not exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract. 2. Standards and conditions for the General Director: The General Director must also meet the following standards and conditions: a) Possess a university degree or higher, and have management and business capabilities; possess professional qualifications and practical experience in business administration or in the field, industry, or business line of the Group; b) Have full civil act capacity and not be subject to the prohibition on enterprise management as prescribed by the Law on Enterprises; c) Have good health, good moral character, honesty, integrity, and an understanding of and sense of compliance with the law; d) Not be a person with family relationships with the enterprise managers or supervisors of the Group; or a representative of state capital at the Group; e) May not concurrently hold the position of Director or General Director of another enterprise. 3. Standards for selecting the Chief Accountant: The standards and conditions for the position of Chief Accountant are as follows:	Adjusted according to Article 34 of the Charter

a) Not be subject to the persons prohibited from working as an accountant as prescribed in Article 52 of the Law on Accounting 2015; b) Possess moral character, professional ethics, honesty, and a sense of compliance with and commitment to protecting the rights, policies, and financial and economic management regimes as prescribed by law and the Group; c) Possess professional qualifications and accounting expertise from university level or higher, have at least five (05) years of practical experience in the accounting profession, and hold a certificate of training and a chief accountant certificate in accordance with the law on accounting. 4. Dismissal, dismissal, demotion: Cases for the removal and dismissal of the General Director are prescribed in Article 45 of the Charter. The Board of Directors shall develop relevant procedures and processes for specific cases to implement the removal, dismissal, and discharge of the positions of Deputy General Director and Chief Accountant in accordance with Article 46 of the Charter. 5. Notification of appointment, removal, and dismissal: After a decision on the appointment, removal, dismissal, or discharge of a member of the Board of Management is made, the Group is responsible for disclosing information internally within the Group, to relevant agencies, in mass media, and on the Group's website in accordance with the sequence and regulations of the Law on Securities and other relevant current regulations.	a) Not be subject to the persons prohibited from working as an accountant as prescribed in Article 52 of the Law on Accounting 2015; b) Possess moral character, professional ethics, honesty, and a sense of compliance with and commitment to protecting the rights, policies, and financial and economic management regimes as prescribed by law and the Group; c) Possess professional qualifications and accounting expertise from university level or higher, have at least five (05) years of practical experience in the accounting profession, and hold a certificate of training and a chief accountant certificate in accordance with the law on accounting. 4. Dismissal, dismissal, demotion: Cases for the removal and dismissal of the General Director are prescribed in Article ***36*** of the Charter. The Board of Directors shall develop relevant procedures and processes for specific cases to implement the removal, dismissal, and discharge of the positions of Deputy General Director and Chief Accountant in accordance with Article ***37*** of the Charter. 5. Notification of appointment, removal, and dismissal: After a decision on the appointment, removal, dismissal, or discharge of a member of the Board of Management is made, the Group is responsible for disclosing information internally within the Group, to relevant agencies, in mass media, and on the Group's website in accordance with the sequence and regulations of the Law on Securities and other relevant current regulations.	

Article 23. Operating procedures of the Board of Management	**Article 22. Operating procedures of the Board of Management**	Article adjusted, content remains unchanged
Article 24. Salary, bonus, and other benefits for the Board of Management	**Article 23. Salary, bonus, and other benefits for the Board of Management**	Article adjusted, content remains unchanged
Article 25. Training and Performance Evaluation	**Article 24. Training and Performance Evaluation**	Article adjusted, content remains unchanged
~~***Article 26. Person in charge of corporate governance of the Group***~~		This is the new Article 19
Chapter V. BOARD OF SUPERVISORS	**Chapter IV. BOARD OF SUPERVISORS**	
Article 27. Composition and Requirements for Supervisors	**Article 25. Composition and Requirements for Supervisors**	
1. Board of Supervisors: a) The Board of Supervisors shall have from 03 to 05 members. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms. b) The Supervisors shall elect one of them as the Head of the Board of Supervisors by majority rule. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Group *and must work full-time at the Group*. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Board of Supervisors must have at least (01) one full-time member. c) In case the term of all Supervisors ends at the same	1. Board of Supervisors: a) The Board of Supervisors shall have from 03 to 05 members. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms. b) The Supervisors shall elect one among them to be the Head of the Board of Supervisors by majority vote. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Group and must work full-time at the Group. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Board of Supervisors must have at least (01) one full-time member. c) In case the term of all Supervisors ends at the same	Remain unchanged according to Article 43 of the new Charter

time and the Supervisors for the new term have not been elected, the Supervisors whose term has expired shall continue to exercise their rights and obligations until the new Supervisors are elected and assume their duties. d) The Board of Supervisors may issue regulations on its meetings and its mode of operation. The Board of Supervisors shall meet at least 02 times per year; the number of members attending the meeting must be at least 2/3 of the Supervisors. The minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The meeting secretary (if any) and the attending Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each Supervisor. e) The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the independent audit firm to attend and answer questions that the Supervisors are concerned about. 2. Standards and conditions for becoming a Supervisor: a) Not be subject to the persons as prescribed in Clause 2, Article 17 of the Law on Enterprises; b) A Supervisor must be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise. *The Head of the Board of Supervisors must work full-time at the Group; the remaining members of the Board of Supervisors may work full-time or concurrently*. c) The Supervisor shall not be a member or employee of	time and the Supervisors for the new term have not been elected, the Supervisors whose term has expired shall continue to exercise their rights and obligations until the new Supervisors are elected and assume their duties. d) The Board of Supervisors may issue regulations on its meetings and its mode of operation. The Board of Supervisors shall meet at least 02 times per year; the number of members attending the meeting must be at least 2/3 of the Supervisors. The minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The meeting secretary (if any) and the attending Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each Supervisor. e) The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the independent audit firm to attend and answer questions that the Supervisors are concerned about. 2. Standards and conditions for a Supervisor: a) Not be subject to the persons as prescribed in Clause 2, Article 17 of the Law on Enterprises; b) A Supervisor must be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise. *The Head of the Board of Supervisors must work full-time at the Group; the remaining members of the Board of Supervisors may work full-time or concurrently*; c) The Supervisor shall not be a member or employee of	Remain unchanged according to Article 44 of the new Charter

an approved auditing organization that has audited the Group's financial statements in the three consecutive years immediately preceding; d) The Supervisor shall not be a person working in the accounting or finance department of the Group; e) Shall not be a person having a family relationship with any manager of the Group, any representative of the Group's capital, or any representative of the state capital at the Group's Parent Company; f) Shall not be a manager of the Group; g) It is not required to be a shareholder or employee of the Group; h) Possesses good health, professional ethics, honesty, integrity, and an understanding and awareness of legal compliance; i) Other standards and conditions as prescribed by other relevant laws.	an approved auditing organization that has audited the Group's financial statements in the three consecutive years immediately preceding; d) The Supervisor shall not be a person working in the accounting or finance department of the Group; e) Shall not be a person having a family relationship with any manager of the Group, any representative of the Group's capital, or any representative of the state capital at the Group's Parent Company; f) Shall not be a manager of the Group; g) It is not required to be a shareholder or employee of the Group; h) Possesses good health, professional ethics, honesty, integrity, and an understanding and awareness of legal compliance; i) Other standards and conditions as prescribed by other relevant laws.	
Article 28. Authority and responsibilities of the Board of Supervisors	**Article 26. Authority and responsibilities of the Board of Supervisors**	
1. The Board of Supervisors has the powers and responsibilities as prescribed in Article 56 of the Charter, specifically as follows: a) Supervise the financial situation of the Group, the legality of the activities of members of the Board of Directors, the General Director, and other managers, and the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders; b) The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Group, and shall	1. The Board of Supervisors has the powers and responsibilities as prescribed in Article ***45*** of the Charter, specifically as follows: a) Supervise the financial situation of the Group, the legality of the activities of members of the Board of Directors, the General Director, and other managers, and the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders; b) The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Group, and shall	

be responsible to the General Meeting of Shareholders for the performance of assigned tasks; c) Inspect the reasonableness, legality, honesty, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation; d) Appraise the completeness, legality, and honesty of the business performance reports, annual and semi-annual financial statements of the Group, and the report evaluating the management of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders; e) Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Group. f) Examine accounting books, accounting records, and other documents of the Group, and the management and administration of the Group's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article 9 of the Charter; g) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article 9 of the Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the Board of Directors and the requesting	be responsible to the General Meeting of Shareholders for the performance of assigned tasks; c) Inspect the reasonableness, legality, honesty, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation; d) Appraise the completeness, legality, and honesty of the business performance reports, annual and semi-annual financial statements of the Group, and the report evaluating the management of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders; e) Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Group. f) Examine accounting books, accounting records, and other documents of the Group, and the management and administration of the Group's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article ***13*** of the Charter; g) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article ***13*** of the Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the Board of Directors and the requesting	

shareholder or group of shareholders; h) The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operations of the Board of Directors or cause disruption to the administration of the Group's business activities; i) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Group's business activities; j) Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, it must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and take measures to remedy the consequences; k) Has the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Group; l) Has the right to use independent consultants and the Group's internal audit department to perform assigned tasks; m) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders; n) Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Group's financial statements; o) In the event of discovering a violation of the law or the Charter by a member of the Board of Directors, the	shareholder or group of shareholders; h) The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operations of the Board of Directors or cause disruption to the administration of the Group's business activities; i) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Group's business activities; j) Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, it must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and take measures to remedy the consequences; k) Has the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Group; l) Has the right to use independent consultants and the Group's internal audit department to perform assigned tasks; m) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders; n) Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Group's financial statements; o) In the event of discovering a violation of the law or the Charter by a member of the Board of Directors, the	

General Director, or other managers of the enterprise, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to terminate the violation and take measures to remedy the consequences; p) Report to the General Meeting of Shareholders in accordance with the Law on Enterprises; q) Perform other rights and obligations as prescribed by the Law on Enterprises, the Charter, and resolutions of the General Meeting of Shareholders. ...	General Director, or other managers of the enterprise, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to terminate the violation and take measures to remedy the consequences; p) Report to the General Meeting of Shareholders in accordance with the Law on Enterprises; q) Perform other rights and obligations as prescribed by the Law on Enterprises, the Charter, and resolutions of the General Meeting of Shareholders. ...	
Article 29. Appointment and dismissal of Supervisors	**Article 27. Appointment and dismissal of Supervisors**	
The appointment, removal, and dismissal of Supervisors shall be carried out in accordance with the Charter. The specific contents are as follows: 1. The eligibility and disqualification of Supervisors are stipulated in Article 61 of the Charter. 2. The term of office, number, and re-election of Supervisors are stipulated in Article 54 and Article 55 of the Charter. 3. The voting method for electing Supervisors is stipulated in Clause 4, Article 54 of the Charter.	The appointment, removal, and dismissal of Supervisors shall be carried out in accordance with the Charter. The specific contents are as follows: 1. The eligibility and disqualification of Supervisors are stipulated in Article ***50*** of the Charter. 2. The term of office, number, and re-election of Supervisors are stipulated in Article ***43*** and Article ***44*** of the Charter. 3. The voting method for electing Supervisors is stipulated in Clause 4, Article ***43*** of the Charter.	
Article 30. Remuneration for the Board of Supervisors	**Article 28. Remuneration for the Board of Supervisors**	Article adjusted, content remains unchanged
Article 31. Operating procedures of the Board of Supervisors	**Article 29. Operating procedures of the Board of Supervisors**	
1. The operating procedures of the Board of Supervisors to exercise its rights and obligations are stipulated in Article 56 of the Charter, and the Head of the Board of	1. The operating procedures of the Board of Supervisors to exercise its rights and obligations are stipulated in Article ***45*** of the Charter, and the Head of the Board of	

Supervisors is responsible for specific implementation in accordance with the Regulation on the organization and operation of the Board of Supervisors approved as prescribed. 2. The minutes of the Board of Supervisors meetings must be detailed and clear. The secretary of the meeting and the attending members must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be archived as an important document of the Group to determine the responsibility of each member of the Board of Supervisors ~~*for the resolutions of the Board of Supervisors*~~.	Supervisors is responsible for specific implementation in accordance with the Regulation on the organization and operation of the Board of Supervisors approved as prescribed. 2. The minutes of the Board of Supervisors meetings must be detailed and clear. The secretary of the meeting and the attending members must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be archived as an important document of the Group to determine the responsibility of each member of the Board of Supervisors.	Proposal to amend in accordance with Article 15 of the Regulation on the operation of the Board of Supervisors (the Board of Supervisors usually does not have resolutions)
Article 32. Reports of the Board of Supervisors	**Article 30. Reports of the Board of Supervisors**	Adjust Article, keep content intact
Chapter VI. PROCEDURES AND COORDINATION PROCESSES	**Chapter VI. PROCEDURES AND COORDINATION PROCESSES**	
Article 33. Working principles	**Article 31. Working principles**	
1. Members of the Board of Directors, ~~*members of the Board of Supervisors*~~, the General Director, and other Managers must be personally responsible during the performance of their assigned tasks and must seriously coordinate activities to protect the legal rights of shareholders and develop the Group. 2. All members have the right to reserve their opinions, whether in agreement or disagreement, regarding a matter and are responsible for explaining such opinions when requested.	1. Members of the Board of Directors, ***Supervisors***, the General Director, and other Managers must be personally responsible during the performance of their assigned tasks and must seriously coordinate activities to protect the legal rights of shareholders and develop the Group. 2. All members have the right to reserve their opinions, whether in agreement or disagreement, regarding a matter and are responsible for explaining such opinions when requested.	Keep unchanged
Article 34. Procedures and coordination processes of the Board of Supervisors	**Article 32. Procedures and coordination processes of the Board of Supervisors**	Article adjusted, content remains unchanged
Article 35. Procedures and coordination processes of	**Article 33. Procedures and coordination processes of**	

the Board of Directors	**the Board of Directors**	
1. Regarding the Board of Supervisors: a) The program and content of the Board of Directors' meetings must be sent to members of the Board of Supervisors (if invited to the meeting) at the same time as they are sent to members of the Board of Directors. b) Resolutions of the Board of Directors shall be sent to the Board of Supervisors (at the same time as they are sent to the General Director) within 07 days from the date of issuance. c) Regarding proposals from the Board of Supervisors on the number of members of the Board of Supervisors, the Board of Directors must respond in writing within 07 days. d) Regarding proposals for the selection of an independent auditor, the Board of Directors must respond in writing within 07 days. ...	1. Regarding the Board of Supervisors: a) The program and content of the Board of Directors' meetings must be sent to ***Supervisors*** (if invited to the meeting) at the same time as they are sent to members of the Board of Directors. b) Resolutions of the Board of Directors shall be sent to the Board of Supervisors (at the same time as they are sent to the General Director) within 07 days from the date of issuance. c) Regarding proposals from the Board of Supervisors on the number of members of the Board of Supervisors, the Board of Directors must respond in writing within 07 days. d) Regarding proposals for the selection of an independent auditor, the Board of Directors must respond in writing within 07 days. ...	Changed for consistency
Article 36. Procedures and coordination processes of the Board of Management	**Article 34. Procedures and coordination processes of the Board of Management**	Article adjusted, content remains unchanged
Chapter VII. ASSESSMENT OF PERFORMANCE, REWARDS AND DISCIPLINARY ACTIONS	**Chapter VII. ASSESSMENT OF PERFORMANCE, REWARDS AND DISCIPLINARY ACTIONS**	
Article 37. Performance Evaluation	**Article 35. Performance Evaluation**	Article adjusted, content remains unchanged
Article 38. Rewards	**Article 36. Rewards**	Article adjusted, content remains unchanged
Article 39. Discipline	**Article 37. Discipline**	Adjust Article, keep

		content intact
~~***Chapter VIII. INTERNAL CONTROL SYSTEM***~~ ~~*Depending on the scale, scope, and nature of operations at an appropriate time, the Group will establish an internal control system under the Board of Directors to monitor compliance with legal regulations, internal regulations, and operating procedures. This system will assist the Board of Directors in performing self-assessments to ensure the completeness, suitability, and effectiveness of the Group's internal control system.*~~		Proposal to remove because this Article is not in Circular 116/2020/TT-BTC.
~~***Article 40. Principles of internal control***~~		
~~***Article 41. Composition of the internal control system***~~		
~~***Article 42. Responsibility for internal control***~~		
~~***Article 43. Independent audit***~~		
~~***Chapter IX. MATERIAL TRANSACTIONS AND TRANSACTIONS WITH RELATED PARTIES***~~		
~~***Article 44. Material transactions of the Group***~~		
~~***Article 45. Transactions with Related Persons***~~		
~~***Article 46. Parties with interests related to the Group***~~		
~~***Chapter X. INFORMATION DISCLOSURE – TRANSPARENCY AND INFORMATION CONFIDENTIALITY***~~		
~~***Article 47. Principles of information disclosure***~~		
~~***Article 48. Confidential information***~~		
~~***Article 49. Inside information and insider trading***~~		
~~***Article 50. Organization of information disclosure, information management, and transparency***~~		
~~***Article 51. Contents of information disclosure***~~		
~~***Article 52. Disclosure of information on major shareholders***~~		
~~***Article 53. Information confidentiality***~~		

~~***Chapter XI. REGIME FOR REPORTING, MONITORING AND HANDLING OF VIOLATIONS***~~		
~~***Article 54. Reporting***~~		
~~***Article 55. Supervision***~~		
~~***Article 56. Handling of violations***~~		
Chapter XII. GENERAL PROVISIONS	**Chapter VIII. GENERAL PROVISIONS**	Adjust Article number, keep content unchanged
Article 57. Amendment and supplementation of the regulation	**Article 38. Amendment and supplementation of the regulation**	Adjust Article number, keep content unchanged
1. Any amendment or supplementation to this Regulation must be approved by the General Meeting of Shareholders or delegated to the Board of Directors for consideration and decision. 2. In the event that any legal provisions relating to the operations of the Group are not provided for in the Charter or this Regulation, or where any newly issued legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply and govern the operations of the Group.	1. Any amendment or supplementation to this Regulation must be approved by the General Meeting of Shareholders or delegated to the Board of Directors for consideration and decision. 2. In the event that any legal provisions relating to the operations of the Group are not provided for in the Charter of the Group or this Regulation, or where any newly issued legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply immediately upon taking effect and govern the operations of the Group.	
Article 58. Effective date	**Article 39. Effective date**	
1. This regulation consists of 12 chapters and 58 articles, and was unanimously approved by the 2025 Annual General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company on June 17, 2025, with full consent to the effectiveness of the entire text of this Regulation. 2. This regulation is established in 10 copies, each having equal validity.	1. This regulation consists of 8 chapters and 39 articles, and was unanimously approved by the 2026 Annual General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company on ... ..., 202..., with full consent to the effectiveness of the entire text of this Regulation. 2. This regulation is established in 10 copies, each having equal validity.	

3. This regulation is the sole and official regulation of the Group. 4. Copies or extracts of the Internal Regulation on Corporate Governance of the Group 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./.	3. This regulation is the sole and official regulation of the Group. 4. Copies or extracts of the Internal Regulation on Corporate Governance of the Group 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./.	

VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

REGULATION

ON INTERNAL CORPORATE GOVERNANCE

OF VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

(4th Edition)

Ho Chi Minh City, June 2026

INTRODUCTION

This Regulation was approved by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company at the 2026 Annual General Meeting of Shareholders held on …/…/2026.

Chapter I

GENERAL PROVISIONS

Article 1. Significance and scope of application

1. The Internal Regulation on Corporate Governance of Vietnam Rubber Group - Joint Stock Company (hereinafter referred to as the "Regulation") is developed and issued in accordance with the requirements of the law on corporate governance for joint stock companies under the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, *as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025*; the Law on Securities No. 54/2019/QH14 dated November 26, 2019; the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024; Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities; Government Decree No. 128/NĐ-CP dated December 30, 2021, amending and supplementing a number of articles of Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities and the securities market; *Government Decree No. 245/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities*; Ministry of Finance Circular No. 96/2020/TT-BTC dated November 16, 2020, guiding the disclosure of information on the securities market; Ministry of Finance Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies; the Charter of Organization and Operation of Vietnam Rubber Group - Joint Stock Company; and other relevant legal regulations. Furthermore, this Regulation also considers and applies widely accepted international corporate governance practices that are suitable for conditions in Vietnam and the context and practical situation of the Group.

2. To implement a clear corporate governance policy that ensures the sustainable and transparent development of the Group, this Regulation stipulates (i) the fundamental principles of corporate governance to protect the legitimate rights and interests of shareholders; (ii) the authority, obligations, and procedures, as well as the operational methods of managers and executives within the Group; (iii) the establishment of standards for conduct and professional ethics for corporate managers and the Board of Supervisors; and (iv) the procedures and protocols for

coordination between corporate managers and the Board of Supervisors when participating in the Group's governance process. Furthermore, this Regulation serves as the basis for evaluating the implementation of governance at the Group.

3. This Regulation applies to the Group. The application of appropriate contents of this Regulation to the Group's member units (subsidiaries, dependent units, associates, and voluntarily affiliated companies) is encouraged.

4. This Regulation applies to shareholders, corporate managers, and the Board of Supervisors.

Article 2. Interpretation of Terms and Abbreviations

1. Terms defined in the Charter of Vietnam Rubber Group - Joint Stock Company are implicitly understood and applied similarly in this Regulation. The terms and abbreviations defined below have the following meanings:

a) *Group: refers to Vietnam Rubber Group - Joint Stock Company.*

b) *Corporate Governance: refers to the system of principles and rules to ensure that the Group is directed, managed, and controlled effectively for the benefit of shareholders and stakeholders associated with the Group.*

c) *Charter: refers to the Charter of Organization and Operation of Vietnam Rubber Group - Joint Stock Company.*

d) *General Meeting of Shareholders: consists of all shareholders with voting rights and is the highest decision-making body of the Group.*

e) *Board of Directors: is the management body of the Group, having full authority on behalf of the Group to decide and perform the rights and obligations of the Group that do not fall under the authority of the General Meeting of Shareholders.*

f) *Board of Supervisors: is the body responsible for overseeing the Board of Directors and the General Director in the management and operation of the Group, and is accountable to the General Meeting of Shareholders for the performance of assigned tasks.*

g) *Corporate Manager: refers to the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant, and other individuals holding management positions with the authority to sign transactions on behalf of the Group.*

h) *Major Shareholder: refers to a shareholder who directly or indirectly owns five percent or more of the voting shares of the Group.*

i) *Related Person: refers to an individual or organization that has a direct or indirect relationship with the Group in the cases specified in Clause 23, Article 4 of the Law on Enterprises.*

j) *Person with family relationship: refers to an individual with a relationship as specified in Clause 22, Article 4 of the Law on Enterprises.*

2. In this Regulation, terms already defined in the Charter, if not contradicting the subject or context, shall have the same meaning as in the Charter; in cases where the Charter does not explicitly define them, they shall have the same meaning as in the Law on Enterprises.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 3. Role, rights, and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Group.

2. The rights and obligations of the General Meeting of Shareholders are specified in Article 15 of the Charter.

Section 1

SEQUENCE AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Preparation for the Annual General Meeting of Shareholders

1. The sequence and procedures for organizing and convening the Annual General Meeting of Shareholders are stipulated in Section 1 of the Charter. The Group shall publish the sequence, procedures for convening, and voting at the General Meeting of Shareholders on the Group's website. The Board of Directors is responsible for convening the Annual General Meeting of Shareholders and selecting an appropriate venue within the territory of Vietnam.

2. The authority of the General Meeting of Shareholders is stipulated in Article ***15*** of the Charter.

3. Basic steps for preparing for the Annual General Meeting of Shareholders:

Regulations on convening the General Meeting of Shareholders, the meeting agenda, and the notice of invitation to the General Meeting of Shareholders are stipulated in Article ***16*** of the Charter; specifically, the steps for preparing for the Annual General Meeting of Shareholders are as follows:

a) Preparation of the meeting agenda and content:

- The agenda and content of the General Meeting of Shareholders shall determine the composition, organization method, and issues to be discussed and approved at the Annual General Meeting of Shareholders.

- During the period prior to deciding to organize the General Meeting of Shareholders, the Board of Directors shall consider all proposals, whether formal or informal, submitted by shareholders for inclusion in the meeting agenda.

- The preparation of documents for members of the Board of Directors must ensure sufficient time for review and decision-making, and comply with the regulations on the working procedures of the Board of Directors.

b) Making preliminary decisions:

The Board of Directors shall make preliminary decisions on the following issues in preparation for the General Meeting of Shareholders:

- Content and agenda of the meeting;

- Date of the General Meeting of Shareholders: The Board of Directors shall decide the date for holding the Annual General Meeting of Shareholders within the time limit stipulated in the Charter.

- Venue and form of organizing the General Meeting of Shareholders:

+ The Board of Directors shall decide the venue and form of organizing the General Meeting of Shareholders in accordance with the Charter. In particular, the venue for the General Meeting of Shareholders must allow shareholders to attend and ensure sufficient space for attending shareholders. The number of attending shareholders and the specific plan for the meeting venue shall be estimated by the Board of Directors in advance.

- Procedures related to meeting notification, list of documents, and the record date: The record date is determined as the date on which shareholders are entitled to attend the General Meeting of Shareholders in ***accordance with the law***.

c) Establishing the shareholder list:

The shareholder list is established for the purpose of:

- To identify shareholders eligible to attend the General Meeting of Shareholders. The list of shareholders must include information on all shareholders registered as of the record date, including:

+ Full name;

+ Contact address, nationality, identity card, passport, or other valid personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders;

+ Number of shares of each type;

+ Number and date of shareholder registration for each shareholder;

+ Email address, if any.

- The Group shall disclose information regarding the record date for the list of shareholders eligible to attend the General Meeting of Shareholders at least twenty (20) days prior to the expected record date.

- Notification to shareholders regarding the General Meeting of Shareholders as stipulated in Point d, Clause 3 of this Article.

- The person in charge of the Group's corporate governance shall assist shareholders in verifying information to ensure that their rights are fully registered. Shareholders have the right to verify the accuracy of information in the shareholder register regarding themselves and the number of shares they hold. Shareholders have the right to request the correction of inaccurate information or the addition of necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with regulations.

- The Board of Directors may correct, supplement, or change the shareholder list after the record date for the purpose of restoring the legal rights of shareholders who were not included in this list or correcting other errors (related to shareholder information).

d) Notice of invitation to the General Meeting of Shareholders:

The notice of invitation to the General Meeting of Shareholders is stipulated in the Charter, specifically as follows:

- Method of sending the meeting invitation notice: The method of notification shall be in accordance with Clause 5, Article ***18*** of the Charter, and the meeting invitation notice may be (i) sent via email and posted on the Group's website; (ii) publicly announced in mass media with a large readership; (iii) published in central or local newspapers where the Group's head office is located for at least 03 (three) consecutive issues.

- Information in the meeting invitation notice: The notice of invitation to the General Meeting of Shareholders must contain full information to guide shareholders on how to attend the meeting. Minimum information includes:

+ Name and address of the Group's head office;

+ Business code;

+ Time and venue of the meeting;

+ Name and contact address of the shareholder or the authorized representative of the shareholder;

+ Record date;

+ Agenda and content of the meeting;

+ Proxy form;

+ Voting ballot and discussion documents;

+ Information on the time and location where shareholders can receive documents regarding the agenda and content of the meeting;

+ Time to start registering for the meeting;

+ Venue for meeting registration;

+ Person designated by the Group to receive shareholder notifications regarding errors in meeting registration;

+ Contact address and information of the person to whom shareholders send written votes to the meeting.

- Information and documents for the General Meeting of Shareholders: Basic information and documents to be provided to shareholders when attending the General Meeting of Shareholders include:

+ Annual report and audited annual financial statements;

+ Report of the Independent Auditor;

+ Report of the Board of Supervisors;

+ Report on the activities of the Board of Directors;

+ Draft amendments to the Charter, draft new Charter (if any);

+ Draft Resolution of the Annual General Meeting of Shareholders;

+ Information on candidates nominated for the Board of Directors and the Board of Supervisors;

+ Opinions of the Board of Directors on each issue in the meeting agenda and dissenting opinions (if any).

- Method of sending voting ballots: The method of sending voting ballots is stipulated in the Charter or according to the instructions in the Voting and Election Regulation of the Board of Directors sent along with the notice of invitation to the General Meeting of Shareholders.

e) Approval of the meeting agenda and content:

- Identification of shareholders with the right to propose issues for inclusion in the meeting agenda:

+ A shareholder or group of shareholders as stipulated in Clause 3, Article ***13*** of the Charter has the right to propose issues for inclusion in the meeting agenda in accordance with Article ***18*** of the Charter.

+ Proposals for issues to be included in the agenda of the General Meeting of Shareholders must be sent in writing to the Group in accordance with the Charter. The written proposal for issues to be included in the meeting agenda must include the following information:

- Name of the shareholder;
- Number and type of shares held by the shareholder;
- Number and date of shareholder registration at the Group;
- Issue proposed for inclusion in the meeting agenda;
- Signature of the shareholder;
- Reason for the proposal;

+ If the person signing the written proposal is a representative of the shareholder, a valid power of attorney must be attached.

+ The Board of Directors has the right to reject shareholder proposals in cases not in accordance with Clause 3, Article ***18*** of the Charter. In addition, the Board of Directors also has the right to reject a shareholder proposal if that proposal does not comply with legal regulations.

- The Board of Directors shall include issues proposed by shareholders that are valid (not rejected) as a separate item in the agenda of the General Meeting of Shareholders.

- The Board of Directors shall notify shareholders of the decisions to reject shareholder proposals at the General Meeting of Shareholders, along with the reasons for such rejection. The Board of Directors may also send a written rejection of the proposal along with the reasons for rejection.

- Issues included in the meeting agenda shall include the contents of the Annual General Meeting of Shareholders as stipulated in Clause 2, Article ***16*** of the Charter.

f) Draft Resolution of the General Meeting of Shareholders:

The Board of Directors must prepare a draft Resolution for issues in the agenda of the General Meeting of Shareholders in accordance with regulations.

Article 5. Organization of the Annual General Meeting of Shareholders

The sequence, procedures, and conditions for conducting the Annual General Meeting of Shareholders are stipulated in Article ***20*** of the Charter. In addition, specific steps for organizing the General Meeting of Shareholders are noted and supplemented as follows:

1. Registration for the General Meeting of Shareholders:

Registration for attending the General Meeting of Shareholders is stipulated specifically as follows:

a) The person in charge of corporate governance of the Group or a department/individual designated by the Board of Directors is responsible for carrying out the registration for the General Meeting of Shareholders.

b) Registration for the General Meeting of Shareholders includes registering shareholders and authorized representatives of shareholders to attend before the opening of the General Meeting of Shareholders. Shareholders are registered to verify the minimum percentage of shareholders or authorized representatives of shareholders attending the meeting as required for the General Meeting of Shareholders to commence validly.

c) In case a shareholder appoints more than one authorized representative, the specific number of shares and voting rights authorized to each representative must be determined.

d) In case the Notice is accompanied by a voting ballot, a shareholder is considered to have attended the meeting if they have sent the voting ballot by registered mail to the Board of Directors no later than 01 day before the opening of the meeting.

e) The verification of delegate status is stipulated in Clause 1, Article ***20*** of the Charter. Documents required to be brought to the meeting, presented, and checked during registration are clearly stated in the invitation notice for the General Meeting of Shareholders, including: identity card, passport or a copy of the business registration certificate, invitation letter, and a valid power of attorney (in case of authorization). Registration shall be performed at the venue of the General Meeting of Shareholders.

2. Verification and announcement of the minimum percentage of attending shareholders:

The verification and announcement of the minimum percentage of attending shareholders are carried out in accordance with Article ***19*** of the Charter. Specifically, the person in charge of corporate governance of the Group or the Delegate Status Verification Committee designated by the Board of Directors is responsible for checking and announcing the number of delegates attending the meeting in accordance with the minimum attendance percentage as required. This percentage must be announced by the Chairperson of the General Meeting of Shareholders immediately after the registration of shareholders attending the meeting is completed and before shareholders proceed to vote.

3. Opening of the General Meeting of Shareholders:

a) When the minimum number of members attending the meeting as stipulated in Article 19 of the Charter is reached, the Chairperson of the Board of Directors shall declare the opening of the General Meeting of Shareholders.

b) The Chairperson of the General Meeting of Shareholders is stipulated in Clause 2, Article ***20*** of the Charter. In case of electing a Chairperson, the names of the nominated candidates and the number of votes shall be announced, and the person with the highest number of votes shall serve as the Chairperson of the meeting.

c) The Chairperson of the General Meeting of Shareholders shall nominate one or more secretaries to record and prepare the minutes of the General Meeting of Shareholders.

4. Election of the Vote Counting Committee:

a) The Chairperson shall request the General Meeting of Shareholders to elect a Vote Counting Committee at each General Meeting of Shareholders in accordance with the provisions of Point c, Clause 2, Article ***20*** of the Charter.

b) Conditions for members of the Vote Counting Committee include:

- One of the members of the Vote Counting Committee is a person with knowledge of legal regulations, who may be an employee of the appropriate professional department of the Group;

- Members of the Vote Counting Committee shall not be members of the

Board of Directors or candidates for the Board of Directors;

- Members of the Vote Counting Committee shall not be members of the Board of Management, the Board of Supervisors, the Chief Accountant, and shall not be candidates for the aforementioned positions;

- Members of the Vote Counting Committee shall not be persons related to the aforementioned subjects;

- Members of the Vote Counting Committee should be persons with experience in voting and election work.

c) The Vote Counting Committee is responsible for counting votes and preparing a written report on the vote counting results after the conclusion of the General Meeting of Shareholders. The vote counting report must be signed by all members of the Vote Counting Committee. Members who refuse to sign this report must explain the reason for their refusal, and this reason shall be included in the appendix of the report.

d) To ensure that the vote counting procedure is transparent and clear, the Vote Counting Committee must be supervised during the vote counting process. The Chairperson of the General Meeting of Shareholders shall nominate an individual or department responsible for supervising the vote counting process. This person should be a minority shareholder and independent of the Group. This person has the right to intervene and report immediately upon detecting any signs of irregularities or lack of transparency in the vote counting process.

e) The person designated to supervise the vote counting process has the right to:

- Prevent any acts that violate the voting regulations;

- Report to the Chairperson of the General Meeting of Shareholders regarding any signs of irregularities in the vote counting process, if any.

f) The Head of the Vote Counting Committee has the right to propose that the Chairperson supplement the number of personnel or replace personnel of the assisting department for the Vote Counting Committee in organizing the voting at the General Meeting of Shareholders.

5. Guests attending the meeting:

An independent auditor may be invited to attend the General Meeting of Shareholders in accordance with regulations to express opinions on audit matters and issues related to the approval of annual financial statements. In addition, the Group's Board of Directors may invite creditors, potential investors, employees, government officials, journalists, experts, and other individuals and organizations that do not own shares of the Group to attend the General Meeting of Shareholders through a decision on guests made by the Board of Directors when convening the General Meeting of Shareholders.

6. Announcement of the meeting program and rules:

a) The Chairperson of the General Meeting of Shareholders shall present the meeting agenda. The agenda must specify details and discussion time for each issue. The program and content of the meeting must be approved by the General Meeting of Shareholders immediately during the opening session. Only the General Meeting of Shareholders has the right to change the meeting agenda that was sent with the Notice of Meeting.

b) Regarding the sequence, procedures, or events arising outside the agenda of the General Meeting of Shareholders, the decision of the Chairperson shall be the final ruling in accordance with regulations.

7. Discussion of matters on the agenda:

The discussion of issues at the General Meeting of Shareholders must comply with the following principles:

a) Create opportunities for shareholders to (i) ask questions to members of the Board of Directors, the Board of Supervisors, and the independent auditor, and shareholders shall receive clear answers; (ii) be able to make decisions based on complete and unbiased information regarding all issues raised in the meeting.

b) Questions raised by shareholders should be answered immediately. If a question cannot be answered immediately, the Group's Board of Directors shall provide a written response after the General Meeting of Shareholders.

c) The General Director, members of the Board of Directors, members of the Board of Supervisors, along with Deputy General Directors and the Chief Accountant must be present at the General Meeting of Shareholders. In case of absence, these individuals must obtain the approval of the Chairperson of the General Meeting of Shareholders. The reason for absence must be publicly disclosed with appropriate and objective justification.

d) Managers of the Group, including leaders of the Group's departments, may speak at the General Meeting of Shareholders upon request.

e) The Chairperson of the General Meeting of Shareholders is only permitted to interrupt a speaker to ensure order or to comply with the procedural requirements of the meeting.

8. Voting:

a) Normally, voting at the General Meeting of Shareholders is conducted by ballot. Cases of open voting must be decided by the General Meeting of Shareholders at each specific time.

b) The Board of Directors shall prepare the draft Voting and Election Regulations based on these Regulations. Information typically included on a voting card includes:

- Name and address of the Group;

- Nature of the General Meeting of Shareholders (annual or extraordinary);

- Time and venue of the General Meeting of Shareholders;

- Voting options of "in favor", "against", or "abstain" for each issue being voted upon;

- Deadline for submitting completed voting cards to the Group (if these voting cards must be sent to the Group);

- Address for sending completed voting cards (if these voting cards must be sent to the Group);

- Instructions for voting cards must be signed by the shareholder, unless the voting card is used in a secret ballot format;

- Explanation of cumulative voting with the following content: "When members of the Board of Directors are elected according to the cumulative voting principle, shareholders may use all of their voting shares to vote for one candidate or a number of candidates";

- The voting card must have blank spaces so that shareholders can fill in the number of voting shares they allocate to each candidate;

- The voting card must clearly state the number of voting shares that each shareholder can cast for each issue;

- Instructions on how to fill out the voting card, noting that if the individual representing a shareholder is a legal entity, the name and position of that individual and the full name of the organization they represent must be stated;

- Instructions that a copy of the power of attorney must be attached to the voting card and the representative of these shareholders must sign the voting card (if voting is conducted through an authorized representative).

9. Vote counting and the vote counting minutes recording the voting results:

a) The Vote Counting Committee is responsible for summarizing the vote counting results in the vote counting minutes. All members of the Vote Counting Committee must sign the vote counting minutes.

b) The vote counting minutes include the following detailed information:

- Name and address of the Group's head office; number and date of issuance of the Business Registration Certificate, and place of business registration;

- Venue of the General Meeting of Shareholders;

- Time of the General Meeting of Shareholders;

- Total number of voting shares for each issue, total number of ballots issued and collected;

- Total number of voting shares for each issue in the agenda and the minimum attendance ratio of shareholders;

- Program and content of the meeting;

- Voting results (clearly stating the total number of votes in favor, against, and abstentions; the corresponding ratio to the total number of voting shares of shareholders attending the meeting);

- Nature of the General Meeting of Shareholders (annual or extraordinary);

- Time to start registering shareholders attending the meeting;

- Total number of voting shares for each issue in the agenda that were not counted due to being invalid;

- Form of voting;

- Names of the members of the Vote Counting Committee;

- Date of preparation of the vote counting minutes;

- Time to start counting votes, in case the resolution is approved by the General Meeting of Shareholders and the vote counting results are announced immediately during the meeting.

10. Announcement of vote counting results and decisions of the General Meeting of Shareholders:

The vote counting results are announced by the Chairperson/Head of the Vote Counting Committee immediately before the closing of the General Meeting of Shareholders. The vote counting results include the total number of votes in favor, against, or abstentions for each issue.

11. Closing of the General Meeting of Shareholders:

The Chairperson of the General Meeting of Shareholders declares the closing of the General Meeting of Shareholders after: (i) All issues in the agenda have been discussed and voted upon and (ii) The voting results have been announced.

12. Storage of voting cards:

After the conclusion of the General Meeting of Shareholders, the Vote Counting Committee must ensure that all voting cards and voting instruction documents are sealed and placed in the ballot box. All documents shall be stored in accordance with the Group's archiving regulations.

13. Preparation of the minutes of the General Meeting of Shareholders:

a) The responsibility for preparing the minutes of the General Meeting of Shareholders lies with the Secretary of the General Meeting of Shareholders. The Chairperson and the Secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the content of the minutes. In addition, the minutes of the General Meeting of Shareholders must comply with the following requirements:

- The minutes of the General Meeting of Shareholders must be prepared and approved before the closing of the meeting;

- The minutes of the General Meeting of Shareholders must be posted on the

Group's website and disclosed in accordance with the requirements of the State Securities Commission and relevant current legal regulations;

- The minutes of the General Meeting of Shareholders must be signed by the Chairperson and the Secretary of the meeting.

- Under permissible conditions, the minutes of the General Meeting of Shareholders should be checked by one (01) shareholder approved by the General Meeting of Shareholders, and this shareholder must sign the minutes after checking.

b) The minutes of the General Meeting of Shareholders (GMS) must include the following basic information:

- Name, address of head office, enterprise code;

- Time and venue of the General Meeting of Shareholders;

- Program and content of the meeting;

- Names of the Chairperson and Secretary of the General Meeting of Shareholders;

- Name of the shareholder elected as the minutes checker (if any);

- A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the meeting agenda;

- The number of shareholders and the total number of voting shares of shareholders attending the meeting, with an appendix containing the list of registered shareholders and shareholder representatives attending the meeting, along with the corresponding number of shares and votes;

- The total number of votes for each voting issue, clearly specifying the voting method, the total number of valid and invalid votes, and the number of votes for, against, and abstentions; and the corresponding percentage of the total voting shares of the shareholders attending the meeting;

- Issues that have been passed and the corresponding percentage of votes for approval;

- Full name and signature of the chairperson and the secretary.

- The date on which the minutes of the General Meeting of Shareholders were prepared.

c) In addition, relevant documents must be stored with the minutes of the General Meeting of Shareholders at the Group's headquarters, including:

- The list of shareholders registered to attend the meeting;

- The full text of the resolution passed at the meeting;

- Relevant documents sent with the meeting invitation;

- The power of attorney for attending the General Meeting of Shareholders.

Article 6. Extraordinary General Meeting of Shareholders

The sequence, conditions, and responsibilities for convening an Extraordinary General Meeting of Shareholders are stipulated in Article **16** of the Charter. In addition, specific regulations are as follows:

1. Cases for organizing an Extraordinary General Meeting of Shareholders:

Cases for organizing an Extraordinary General Meeting of Shareholders are specifically stipulated in Clause 3, Article **16** of the Charter.

2. Preparation for the Extraordinary General Meeting of Shareholders:

a) The General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the General Meeting of Shareholders shall be determined as the location where the Chairperson attends the meeting. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

- The Board of Directors deems it necessary for the interests of the Group;
- The audited quarterly, six (06)-month, or annual financial statements reflect that the owner's equity has lost half (1/2) of its value compared to the beginning of the period;
- The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number of members required by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the number of members stipulated in the Charter;
- At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article ***13*** of the Charter;
- The Board of Supervisors requests the convening of a meeting in writing if the Board of Supervisors finds that members of the Board of Directors or managers have seriously violated their obligations under Article 165 of the Law on Enterprises, or the Board of Directors acts or intends to act outside the scope of its authority;
- Other cases as prescribed by law.

b) The Board of Directors has the right to refuse the request to convene an Extraordinary General Meeting of Shareholders in the following cases:

- The request for an Extraordinary General Meeting of Shareholders is not in accordance with the provisions of the law;
- The shareholder or group of shareholders making the request does not own or represent the required percentage of voting shares (at least 5% of the total voting

shares for the issue requested to be discussed and passed at the General Meeting of Shareholders) for a continuous period of six (06) months;

- The issue proposed for inclusion in the agenda does not fall under the authority of the Extraordinary General Meeting of Shareholders.

- The agenda of the Extraordinary General Meeting of Shareholders contains different items related to the specific purpose of convening the Extraordinary General Meeting of Shareholders. The timeline for conducting the meeting may be affected by the following factors:

- The maximum duration from the date of the decision to organize the Extraordinary General Meeting of Shareholders to the date of the meeting;

- The maximum duration from the date of receiving the request to organize the Extraordinary General Meeting of Shareholders to the date of the meeting;

- The record date;

- The meeting invitation notice to shareholders.

Article 7. Resolution of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders are passed according to the following regulations:

1. Resolutions must be passed with the voting ratio specified in Article **21** of the Charter.

2. Resolutions must be passed by the General Meeting of Shareholders in writing. Resolutions related to the issuance of other types of securities must comply with the provisions of the law on securities and the securities market.

3. Resolutions of the General Meeting of Shareholders may be requested to be cancelled in accordance with Article **24** of the Charter.

The following cases must be carefully considered as they may lead to the cancellation of a resolution of the General Meeting of Shareholders:

a) Failure to notify all shareholders of the meeting in a timely manner;

b) Failure to provide shareholders with the opportunity to access documents for the General Meeting of Shareholders;

c) The resolution was passed but violated the authority of the General Meeting of Shareholders;

d) Contents included in the Resolution were not in the agenda that actually took place.

4. Disclosure of Resolutions of the General Meeting of Shareholders:

a) A resolution of the General Meeting of Shareholders takes effect from the date it is passed by the General Meeting of Shareholders or from the effective date specified in that resolution.

b) The Resolution, Minutes of the General Meeting of Shareholders, and related attached documents (if any) must be disclosed in accordance with the law on information disclosure.

Article 8. Reports of the Board of Directors and the Board of Supervisors at the General Meeting of Shareholders

1. Report on the activities of the Board of Directors:

The report on the activities of the Board of Directors presented to the General Meeting of Shareholders must contain at least the following contents:

- Evaluation of the Group's operational situation during the financial year;
- Activities of the Board of Directors;
- Summary of the meetings of the Board of Directors and the Resolutions of the Board of Directors;
- Results of the evaluation of the General Director and the Board of Management;
- Expected future plans.

2. Report on the activities of the Board of Supervisors:

The report on the activities of the Board of Supervisors presented to the General Meeting of Shareholders must contain at least the following contents:

- Activities of the Board of Supervisors;
- Summary of the meetings of the Board of Supervisors and the decisions of the Board of Supervisors;
- Results of the supervision of the Group's operational and financial situation;
- Results of the supervision of members of the Board of Directors and members of the Board of Management;
- Report evaluating the coordination between the Board of Supervisors and the Board of Directors, the Board of Management, and shareholders.

Section 2

SEQUENCE AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY COLLECTING WRITTEN OPINIONS

Article 9. Authority

The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters under the voting authority of the General Meeting of Shareholders when deemed necessary for the interests of the Group, except for cases stipulated in Clause 1, Article 16 of the Charter.

Article 10. Procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions

The Board of Directors shall prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders at least ten (10) days before the deadline for returning the ballots. The preparation of the list of shareholders to receive opinion collection ballots shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 141 of the Law on Enterprises. The requirements and methods for sending opinion collection ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 5, Clause 6, and Clause 7, Article 18 of the Charter.

1. Opinion collection ballots 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 identification document number of the individual shareholder; name, enterprise identification number or establishment decision number, and address of the head office of the institutional shareholder; or full name, contact address, nationality, and legal identification document number of the authorized representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder;

d) Matters requiring opinions to be passed;

e) Voting options including approval, disapproval, and no opinion for each matter requiring opinions;

f) Deadline for sending the answered opinion collection ballots back to the Group;

g) Full name and signature of the Chairperson of the Board of Directors and the Legal Representative of the Group;

2. The answered opinion collection ballot must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the individual/legal representative of the authorized organization;

3. Shareholders may send the answered opinion collection ballots to the Group in one of the following forms:

a) By mail: The opinion collection ballot sent to the Group must be enclosed in a sealed envelope and no one has the right to open it before the vote counting;

b) By fax or email. The opinion collection ballot sent to the Group via fax or email must be kept confidential until the time of vote counting.

c) Opinion collection ballots sent to the Group after the deadline specified in the ballot or ballots that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Opinion collection ballots that are not sent back are considered as ballots not participating in the vote.

Voting ballots received by the Group after the deadline specified in the ballot content, or ballots that have been opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Ballots not returned are considered as abstentions.

4. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or shareholders who are not managers of the enterprise. 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 pass the resolution;

c) Number of shareholders with the total number of votes participating in the vote, distinguishing between the number of valid votes and invalid votes, and the method of sending the vote, accompanied by an appendix of the list of shareholders participating in the vote;

d) Total number of votes for approval, disapproval, and no opinion for each matter;

e) Matters that have been passed;

f) Full names and signatures of the Chairperson of the Board of Directors, the Legal Representative of the Group, the vote counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

5. The vote counting minutes and the Resolution must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the Group has a website, the sending of the vote counting minutes may be replaced by posting them on the Group's website within 24 hours from the time of completion of the vote counting.

6. The answered opinion collection ballots, the vote counting minutes, the passed resolution, and related documents sent with the opinion collection ballots shall be kept at the head office of the Group.

7. A resolution passed by collecting written opinions from shareholders has the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Section 3

OTHER FORMS OF HOLDING THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by online meeting or a combination of in-person and online meeting

1. The Board of Directors shall, based on the Group's situation, decide on other forms of the General Meeting of Shareholders, such as: online meetings, in-person meetings combined with online meetings, or other suitable forms. Shareholders registering to attend and vote electronically shall have the same legal validity as attending and voting in person at the Meeting.

2. The Group is responsible for applying appropriate information technology to ensure the rights of shareholders to attend, express opinions, and vote at the General Meeting of Shareholders via online meetings, electronic voting, or other electronic forms, along with regulations on sequences, procedures, and specific requirements for meeting registration, conduct, discussion, and voting at the meeting, which shall comply with the regulations on organizing the General Meeting of Shareholders from time to time.

The regulations on organizing the General Meeting of Shareholders in the form of online meetings (or in-person meetings combined with online meetings) and electronic voting shall be decided by the Board of Directors of the Group and sent concurrently with the contents, agenda, and documents, etc., to shareholders to organize the Annual General Meeting of Shareholders in accordance with regulations. The regulations on organizing the General Meeting of Shareholders in the form of online meetings (or in-person meetings combined with online meetings) and electronic voting or other electronic forms (mentioned above) shall also apply to Extraordinary General Meetings of Shareholders as stipulated in Article 6 of this Regulation.

3. The system for organizing the Meeting in this form must meet the following conditions:

- The system must be maintained in a safe and stable operating state, ready to meet the connection and attendance requirements of shareholders.

- The main venue must ensure conditions regarding sound, lighting, transmission lines, power sources, electronic means, and other equipment according to the requirements and nature of the online meeting.

- Ensure information security and maintain the confidentiality of accounts for accessing the System. All information received and provided on the System must ensure the principle of information confidentiality and comply with the provisions of the Law on Cyberinformation Security and the Law on Cybersecurity.

- Electronic data of the Meeting program must be recorded, stored, and used in accordance with regulations.

Chapter III

BOARD OF DIRECTORS

Article 12. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Group, supervising and directing all business activities and affairs of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group, except for matters under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the authority to make decisions in areas specifically stipulated in Article ***27*** of the Charter and Article 12 of the Regulation on the Operation of the Group's Board of Directors.

Article 13. Composition and structure of the Board of Directors

1. Number of members of the Board of Directors:

The number of members of the Board of Directors is as stipulated in Article ***25*** of the Charter, decided based on the requirements of the law and the specific needs of the Group and shareholders from time to time.

2. Structure of the Board of Directors:

a) The structure of the Group's Board of Directors must ensure a balance between executive members and non-executive members. ***The number of non-executive members of the Board of Directors of the Group must be ensured in accordance with legal regulations***.

b) The total number of independent members of the Board of Directors shall be implemented in accordance with current regulations.

3. Term of office of members of the Board of Directors:

The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

4. Classification of members of the Board of Directors:

a) Members of the Board of Directors are classified as follows:

- By executive nature: Executive members of the Board of Directors and non-executive members.

- By independence: Non-executive members of the Board of Directors include independent members and non-independent members.

Thus, there are 3 (three) groups of members of the Board of Directors as follows:

(i) Executive members of the Board of Directors;

(ii) Independent members of the Board of Directors;

(iii) Non-executive members of the Board of Directors (non-independent).

b) A non-executive member of the Board of Directors is a member of the

Board of Directors who does not hold any management or executive position in the Group.

c) An independent member of the Board of Directors is a member of the Board of Directors who meets the conditions and standards prescribed in Clause 1, Article ***26*** of the Charter and satisfies the following conditions:

- Is not a person currently working for the Group or its subsidiaries; is not a person who has worked for the Group or its subsidiaries for at least the three (03) consecutive years immediately preceding;
- Is not a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Group;
- Is not a person currently receiving salary or remuneration from the Group, except for allowances that members of the Board of Directors are entitled to according to regulations;
- Is not a person who has been a member of the Board of Directors or the Board of Supervisors of the Group for at least the 05 consecutive years immediately preceding, except in cases of being appointed for two consecutive terms.
- Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological younger sibling is a major shareholder of the Group; or is a manager of the Group or its subsidiaries.

5. Candidacy, nomination, and verification of candidate status:

In case candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty, accuracy, and reasonableness of the published personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be announced includes at least the following contents:

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

b) Educational level;

c) Professional qualifications;

d) Work history;

e) Companies where the candidate currently holds the position of member of the Board of Directors and other management titles;

f) Evaluation report on the candidate's contribution to the Group, in case that candidate is currently a member of the Board of Directors of the Group;

g) Interests related to the Group (if any);

h) Full name of the shareholder or group of shareholders nominating that candidate (if any);

i) Other information (if any).

6. Qualities and capabilities:

Requirements for members of the Board of Directors are prescribed in Article ***26*** of the Charter; in addition, they must possess the following qualities and competencies:

a) Possess leadership qualities, integrity, responsibility, ethics, and receive the trust of shareholders, other members of the Board of Directors, managers, and employees of the Group;

b) Capable of balancing the interests of all stakeholders and making reasonable decisions;

c) Possessing the necessary professional experience and educational background to operate effectively;

d) Experienced, knowledgeable about production and business issues, and understanding of the market, products, and competitors;

e) Capable of translating knowledge and experience into practical solutions.

Article 14. Election, Removal, and Dismissal of Members of the Board of Directors

The principles for electing the Board of Directors are stipulated in the Charter and the law. Accordingly, voting for members of the Board of Directors must be conducted using the cumulative voting method. Specifically as follows:

1. Election of members of the Board of Directors:

a) The cumulative voting method to determine members of the Board of Directors is stipulated in the Election Regulation drafted by the Board of Directors and approved by the General Meeting of Shareholders at the meeting;

b) The elected members of the BOD are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Group's Charter is reached.

c) In case 02 or more candidates receive the same number of votes for the final member of the BOD, a re-election shall be conducted among the candidates with equal votes, or a selection shall be made based on the criteria of the election regulation or the Group's Charter.

2. Dismissal and Removal of members of the Board of Directors:

The dismissal and removal of members of the BOD shall be carried out in accordance with the provisions of the Charter and the law.

Article 15. Responsibilities and Legal Obligations of Members of the Board of Directors

The powers and obligations of the Board of Directors are prescribed in Article ***27*** of the Charter. In addition, members of the Board of Directors shall act in the best interests of the Group, as demonstrated by the following:

1. Responsibility:

a) Demonstrated by the fact that members of the Board of Directors have the responsibility to exercise their rights and obligations cautiously and professionally, specifically:

- Act honestly and in good faith;
- Be proactive and avoid falling into a passive position;
- Use extreme caution;
- Regularly and actively participate in meetings of the Board of Directors;
- Focus on the issues on the agenda at Board of Directors meetings and proactively request the organization of Board of Directors meetings when necessary;
- Ensure that the Group has an effective internal control system;
- Request the General Director to provide full information to the Board of Directors so that members of the Board of Directors can grasp the issues within the Group;
- Exercise appropriate oversight responsibilities over Senior Managers.

b) Members of the Board of Directors must be loyal to the interests of the Group and its shareholders. Members of the Board of Directors shall not perform the following actions:

- Participate in the Board of Directors of a Competitor;
- Use the Group's assets and facilities for personal needs;
- Disclose confidential information that affects the interests of the Group;
- Use the Group's information or business opportunities for personal gain.

c) Members of the Board of Directors shall cease performing their duties if there is a conflict of interest. Members of the Board of Directors must immediately notify the Board of Directors through the Person in Charge of Corporate Governance of any potential conflict of interest. Members of the Board of Directors shall report information regarding conflicts of interest as prescribed in Article ***41*** of the Charter.

d) Members of the Board of Directors must maintain information confidentiality. Specifically:

- Members of the Board of Directors shall take necessary measures to protect the Group's confidential information by establishing internal regulations on the protection and disclosure of the Group's information as well as standards for the use of such confidential information;

- Members of the Board of Directors shall not disclose the Group's confidential information or use the Group's confidential information for personal gain;

- Members of the Board of Directors shall not disclose the Group's confidential information for (05) years from the date of leaving the Group. This requirement shall be stipulated in the Member Agreement signed between the Group and the member of the Board of Directors;

- Before assuming the role of a member or within the shortest time after becoming a member, the member of the Board of Directors shall sign a commitment regarding the awareness and implementation of legal requirements and duties related to information confidentiality.

e) Other responsibilities (as specifically stipulated in this Regulation when they arise).

2. Legal Obligations:

a) Members of the Board of Directors who violate the legal obligations stipulated in the Charter and Clause 1 of this Article shall be liable for damages caused by their violations (if any).

b) Members of the Board of Directors have the responsibility to disclose to the Group the remuneration they receive from Subsidiaries, Affiliated Companies, and other organizations where they act as the representative of the Group's capital contribution.

c) Protecting members of the Board of Directors against legal liability: The Group allows members of the Board of Directors to explain and prove that the performance of their responsibilities is correct. In addition, the Group may apply measures to limit damages for losses that may arise when members of the Board of Directors perform their duties, through the following specific solutions:

- Purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders or by decision of the Board of Directors;

- The Board of Directors shall issue regulations to protect members of the Board of Directors against lawsuits, liabilities, and compensation costs in certain cases.

d) The Group shall reimburse members of the Board of Directors for costs incurred in defending themselves against lawsuits related to their role as a member of the Board of Directors, if that individual:

- Has acted honestly, cautiously, and diligently in the interest of and not in conflict with the interests of the Group;

- Complied with the law and there is no evidence confirming that they failed to perform their responsibilities.

Article 16. Remuneration Policy for Members of the Board of Directors

1. The remuneration policy for members of the Board of Directors is implemented in accordance with regulations. In which, the Group commits to a remuneration level that is:

a) Competitive and within reasonable limits;

b) Remuneration for executive members of the Board of Directors is lower than for non-executive members of the Board of Directors (a portion of the remuneration of executive members of the Board of Directors has been included in salary and bonuses);

c) Remuneration for non-executive members of the Board of Directors is equal.

2. The structure of the remuneration is stipulated in the Charter and this Regulation, and may include:

a) A fixed remuneration amount;

b) A remuneration amount for attending Board of Directors meetings;

c) A remuneration amount for additional work in Subcommittees of the Board of Directors;

d) Remuneration for additional responsibilities, the role of Chairman of the Board of Directors, or Head of a Subcommittee under the Board of Directors.

3. The remuneration of each member of the Board of Directors is included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 17. Working Procedures of the Board of Directors

The working procedures of the Board of Directors and meetings of the Board of Directors are carried out in accordance with the provisions of the Operating Regulation of the Group's Board of Directors.

Article 18. Subcommittees of the Board of Directors

1. Subcommittees of the Board of Directors:

a) The Board of Directors may establish subcommittees under its authority to be in charge of development policy, human resources, compensation, and internal audit.

b) The Board of Directors may consider establishing a number of other subcommittees if necessary (such as an Ethics Subcommittee, Conflict Resolution Subcommittee, Risk Management Subcommittee, etc.). The duration of operation, standards for members, and specific functions of each Subcommittee may be adjusted and will be determined in the decision of the Board of Directors to establish them.

2. Members of subcommittees:

The number of members of a subcommittee is decided by the Board of Directors, but should have at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee according to the decision of the Board of Directors.

3. Authority of Subcommittees under the Board of Directors:

a) The operation of a subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee is only effective when a majority of members attending and voting for approval at the subcommittee meeting are members of the Board of Directors.

b) The implementation of decisions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person acting as a member of a Board of Directors subcommittee must be in accordance with current legal regulations and the provisions of the Charter.

Article 19. Person in Charge of Corporate Governance

1. Role of the Person in Charge of Corporate Governance:

The Person in Charge of Corporate Governance supports the effective conduct of the Group's governance activities, specifically:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Group and shareholders;

b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Providing advice on meeting procedures;

d) Attend meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;

g) Monitoring and reporting to the Board of Directors on the Group's information disclosure activities.

h) Maintaining information confidentiality in accordance with the provisions of the law and the Charter;

i) Other rights and obligations as prescribed by law and the Charter.

2. Appointment, term, and dismissal:

a) The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance who meets the qualifications prescribed in the Charter, with an initial term of three (3) years and subsequent terms of up to five (05) years.

b) The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that it does not contravene current labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

Chapter IV

BOARD OF MANAGEMENT

Article 20. Board of Management and Authority of the Board of Management

1. The structure of the Board of Management is stipulated in Article ***33*** of the Charter, including: General Director, Deputy General Director, Chief Accountant, and other management positions appointed by the Board of Directors.

2. The working relationship between members of the Board of Management is determined by the General Director. The General Director has all authority except for the authority belonging to the General Meeting of Shareholders and the Board of Directors as stipulated in Article ***35*** of the Charter, specifically:

a) The General Director shall decide on the Group's internal management regulations (except for those under the authority of the Board of Directors) and perform any other duties as prescribed in the Charter, the Corporate Governance Regulation, or Resolutions and Decisions of the Board of Directors.

b) The authority of each member of the Board of Management shall be determined by the General Director through internal regulations after obtaining approval from the Board of Directors (including the Regulation on Decentralization of Management and other regulations and documents).

3. The obligations and responsibilities of members of the Board of Management shall be determined by the General Director, ensuring that:

a) All members of the management apparatus have the same obligations and responsibilities to the Group as members of the Board of Directors and must comply with the same standards of responsibility for members of the Board of Directors as mentioned in Article ***15***.1 of this Regulation.

b) The duties and responsibilities of Deputy General Directors, the Chief Accountant, and other management positions are specifically stipulated in the

Group's internal documents and regulations issued by the General Director under their authority after obtaining approval from the Board of Directors.

4. Procedure for seeking approval from the Board of Directors:

The General Director has the authority and duties as prescribed in Article ***35*** of the Charter. In the process of performing duties that require the approval of the Board of Directors, the authority stipulated in Article ***27*** of the Charter shall be followed.

5. Contents and issues for which the General Director must seek the opinion of the Board of Directors are stipulated in Article ***27*** of the Charter and in accordance with the procedures in Article ***33*** of this Regulation.

Article 21. Appointment, dismissal, removal, and discharge of the Board of Management

1. Election and term of the Board of Management:

a) The appointment and term of the General Director are prescribed in Article ***34*** of the Charter.

- The Board of Directors appoints a member of the Board of Directors or another person as the General Director; signs a contract stipulating remuneration, salary, and other benefits along with other terms related to employment.

- The term of the General Director shall not exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract.

b) Deputy General Director, Chief Accountant:

- Appointed and reappointed by the Board of Directors upon the proposal of the General Director.

- The number of Deputy General Directors shall be decided by the Board of Directors, in accordance with the management needs of the Group.

- The term of the Deputy General Director and Chief Accountant shall not exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract.

2. Standards and conditions for the General Director:

The General Director must also meet the following standards and conditions:

a) Possess a university degree or higher, and have management and business capabilities; possess professional qualifications and practical experience in business administration or in the field, industry, or business line of the Group;

b) Have full civil act capacity and not be subject to the prohibition on enterprise management as prescribed by the Law on Enterprises;

c) Have good health, good moral character, honesty, integrity, and an understanding of and sense of compliance with the law;

d) Not be a person with family relationships with the enterprise managers or supervisors of the Group; or a representative of state capital at the Group;

e) May not concurrently hold the position of Director or General Director of another enterprise.

3. Standards for selecting the Chief Accountant:

The standards and conditions for the position of Chief Accountant are as follows:

a) Not be a person prohibited from working as an Accountant as prescribed in Article 52 of the Law on Accounting 2015;

b) Have moral character, professional ethics, be honest, and have a sense of compliance and fighting to protect the interests, policies, and financial and economic management regimes as prescribed by law and the Group;

c) Possess professional qualifications and accounting expertise from university level or higher, have at least five (05) years of practical experience in the accounting profession, and hold a certificate of training and a chief accountant certificate in accordance with the law on accounting.

4. Dismissal, dismissal, demotion:

Cases for the removal and dismissal of the General Director are prescribed in Article ***36*** of the Charter. The Board of Directors shall develop relevant procedures and processes for specific cases to implement the removal, dismissal, and discharge of the positions of Deputy General Director and Chief Accountant in accordance with Article ***37*** of the Charter.

5. Announcement of Appointment, Removal, and Dismissal:

After a decision on the appointment, removal, dismissal, or discharge of a member of the Board of Management is made, the Group is responsible for disclosing the information internally, to relevant authorities, in the mass media, and on the Group's website in accordance with the sequence and provisions of the Law on Securities and other relevant current regulations.

Article 22. Operational Procedure of the Board of Management

The General Director is responsible for issuing regulations on:

1. Frequency of meetings organized by the General Director;

2. Procedures for organizing and conducting meetings of the General Director;

3. Convening, content, organization, and chairing of meetings of the General Director;

4. Procedures for decision-making in meetings of the General Director and signing documents, decisions, and minutes of the General Director's meetings;

5. Form and time limit for meeting notifications;

6. Voting in meetings of the General Director;

7. Secretary of the meeting, minutes of the General Director's meetings, and storage regime.

Article 23. Salary, Bonus, and Other Benefits for the Board of Management

1. The Board of Directors shall decide on the salary and bonus levels of the General Director, Deputy General Directors, and the Chief Accountant based on the proposal of the General Director.

2. Salary, Bonus, and Other Benefits Policy:

The Board of Directors shall decide on the salary, bonus, and other benefits policy in accordance with regulations, or provide opinions on the salary and bonus policy proposed by the Board of Management. Remuneration (salary, bonus, and other benefits) of members of the Board of Management may include a fixed portion and a variable portion depending on the results of the Group's production, business, and investment activities.

Article 24. Training and Performance Evaluation

1. Members of the Board of Management are encouraged to participate in corporate governance training courses at training institutions recognized by the State Securities Commission in accordance with regulations. Training costs shall be 100% covered by the Group.

2. The Board of Directors may issue regulations on performance evaluation for members of the Board of Management. This regulation must include at least the following contents: method, frequency, manner, and sequence.

3. The Board of Directors may also rely on (i) self-evaluation reports of the Board of Management members and (ii) the evaluation opinions of the General Director regarding Board of Management members.

Chapter V

BOARD OF SUPERVISORS

Article 25. Composition and Requirements for Supervisors

1. Board of Supervisors:

a) The Board of Supervisors shall consist of 03 to 05 members. The term of office of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

b) The Supervisors shall elect one among themselves to be the Head of the Board of Supervisors by majority vote. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Group and must work full-time at the Group. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Board of Supervisors shall have at least (01) one full-time member.

c) In case the term of all Supervisors ends at the same time and the Supervisors for the new term have not been elected, the Supervisors whose term has expired shall continue to exercise their rights and obligations until the new Supervisors are elected and assume their duties.

d) The Board of Supervisors may issue regulations on its meetings and its mode of operation. The Board of Supervisors shall meet at least 02 times per year; the number of members attending the meeting must be at least 2/3 of the Supervisors. The minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The meeting secretary (if any) and the attending Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each Supervisor.

e) The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the independent audit firm to attend and answer questions that the Supervisors are concerned about.

2. Standards and conditions for a Supervisor:

a) Not be subject to the persons as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) A Supervisor must be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise. The Head of the Board of Supervisors must work full-time at the Group; the remaining members of the Board of Supervisors may work full-time or concurrently;

c) The Supervisor shall not be a member or employee of an approved auditing organization that has audited the Group's financial statements in the three consecutive years immediately preceding;

d) The Supervisor shall not be a person working in the accounting or finance department of the Group;

e) Shall not be a person having a family relationship with any manager of the Group, any representative of the Group's capital, or any representative of the state capital at the Group's Parent Company;

f) Shall not be a manager of the Group;

g) It is not required to be a shareholder or employee of the Group;

h) Possesses good health, professional ethics, honesty, integrity, and an understanding and awareness of legal compliance;

i) Other standards and conditions as prescribed by other relevant laws.

Article 26. Authority and responsibilities of the Board of Supervisors

1. The Board of Supervisors has the powers and responsibilities as prescribed in Article ***45*** of the Charter, specifically as follows:

a) Supervise the financial situation of the Group, the legality of the activities of members of the Board of Directors, the General Director, and other managers, and the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders;

b) The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Group, and shall be responsible to the General Meeting of Shareholders for the performance of assigned tasks;

c) Inspect the reasonableness, legality, honesty, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation;

d) Appraise the completeness, legality, and honesty of the business performance reports, annual and semi-annual financial statements of the Group, and the report evaluating the management of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders;

e) Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Group.

f) Examine accounting books, accounting records, and other documents of the Group, and the management and administration of the Group's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article ***13*** of the Charter;

g) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article ***13*** of the Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders;

h) The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operations of the Board of Directors or cause disruption to the administration of the Group's business activities;

i) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Group's business activities;

j) Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, it must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and take measures to remedy the consequences;

k) Has the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Group;

l) Has the right to use independent consultants and the Group's internal audit department to perform assigned tasks;

m) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

n) Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Group's financial statements;

o) In the event of discovering a violation of the law or the Charter by a member of the Board of Directors, the General Director, or other managers of the enterprise, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to terminate the violation and take measures to remedy the consequences;

p) Report to the General Meeting of Shareholders in accordance with the Law on Enterprises;

q) Perform other rights and obligations as prescribed by the Law on Enterprises, the Charter, and resolutions of the General Meeting of Shareholders.

2. Rights and obligations of the Head of the Board of Supervisors:

In addition to the powers and duties prescribed in Clause 1 of this Article, the Head of the Board of Supervisors has the following powers and duties:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders;

d) Perform other powers and duties as prescribed by law.

3. Right of the Board of Supervisors to be provided with information:

a) Meeting notices, ballots for collecting opinions of members of the Board of Directors, and accompanying documents must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors;

b) Resolutions and meeting minutes of the General Meeting of Shareholders and the Board of Directors must be sent to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Group shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors;

d) Supervisors have the right to access records and documents of the Group kept at the head office, branches, and other locations; have the right to visit the workplaces of the Group's managers and employees during working hours;

e) The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Group at the request of members of the Board of Supervisors or the Board of Supervisors. The Corporate Governance Officer must ensure that all copies of resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors.

4. Responsibilities of Supervisors:

a) Strictly comply with the law, the Group's Charter, decisions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and duties;

b) Perform assigned rights and duties honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Group and its shareholders;

c) Be loyal to the interests of the Group and its shareholders; must not use information, trade secrets, business opportunities of the Group, or abuse their position, title, and assets of the Group for personal gain or to serve the interests of other organizations or individuals;

d) In case of violating the obligations prescribed (above) and causing damage to the Group or others, the members of the Board of Supervisors must be personally or jointly liable to compensate for such damage;

e) All income and other benefits that a member of the Board of Supervisors directly or indirectly obtains due to a violation of the obligations prescribed in this Article must be returned to the Group.

f) In case of discovering that a member of the Board of Supervisors has violated their obligations in performing assigned rights and duties, the Board of Directors must notify the Board of Supervisors in writing, requesting the violator to terminate the violation and take measures to remedy the consequences.

Article 27. Appointment and Removal of Supervisors

The appointment, removal, and dismissal of Supervisors shall be carried out in accordance with the Charter. The details are as follows:

1. The eligibility and disqualification of Supervisors are stipulated in Article ***50*** of the Charter.

2. The term of office, number, and re-election of Supervisors are stipulated in Article ***43*** and Article ***44*** of the Charter.

3. The voting method for electing Supervisors is stipulated in Clause 4, Article ***43*** of the Charter.

Article 28. Remuneration for the Board of Supervisors

1. Supervisors shall be paid a salary or remuneration and be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, and annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for reasonable expenses related to food, accommodation, travel, and the use of independent consulting services. The total amount of such 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. Supervisors shall be entitled to preferential treatment, welfare, and participation in the Group's activities like other officers and employees of the Group.

4. The salary and operating expenses of the Board of Supervisors shall be included in the Group's business expenses in accordance with the laws on corporate income tax and other relevant laws, and must be recorded as a separate item in the Group's annual financial statements.

Article 29. Operational Procedures of the Board of Supervisors

1. The operating procedures of the Board of Supervisors to exercise its rights and obligations are stipulated in Article ***45*** of the Charter, and the Head of the Board of Supervisors is responsible for specific implementation in accordance with the Regulation on the organization and operation of the Board of Supervisors approved as prescribed.

2. The minutes of the Board of Supervisors meetings must be detailed and clear. The secretary of the meeting and the attending members must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be archived as an important document of the Group to determine the responsibility of each member of the Board of Supervisors.

Article 30. Reports of the Board of Supervisors

1. The Board of Supervisors is responsible for reporting to the General Meeting of

Shareholders as prescribed.

2. The report of the Board of Supervisors shall be conducted under the direction of the Head of the Board of Supervisors based on the minutes of the Board of Supervisors.

3. The report of the Board of Supervisors must include the opinion of the Board of Directors in case of disagreement.

Chapter VI

PROCEDURES AND COORDINATION PROCESSES

Article 31. Working Principles

1. Members of the Board of Directors, ***Supervisors***, the General Director, and other Managers must be personally responsible during the performance of their assigned tasks and must seriously coordinate activities to protect the legal rights of shareholders and develop the Group.

2. All members have the right to reserve their concurring or dissenting opinions on a matter and are responsible for explaining such opinions when requested.

Article 32. Procedures and coordination processes of the Board of Supervisors

1. Regarding access to information and documents of the Group, the Board of Supervisors is obligated to clearly state the reasons in the written request for provision and must maintain absolute confidentiality of information obtained during the supervision of the Group's operations. Disclosure of such information shall only occur upon the request of a competent authority or with the consent of the General Meeting of Shareholders.

2. Such information and documents include, but are not limited to:

- Meeting invitations and related documents, and voting ballots for members of the Board of Directors;

- Minutes and Resolutions of the Board of Directors;

- Reports of the General Director;

- Information and documents on the management and administration of business operations;

- Business performance reports and financial statements;

- Evaluation reports on the management work of the Board of Directors;

And shall be provided according to the following principle: Documents of the Board of Directors and the General Director shall be sent to the Board of Supervisors at the same time as they are sent to members of the Board of Directors.

3. Regarding the Board of Management: The Board of Supervisors has the

function of inspection and supervision. The specific sequence and procedures are as follows:

a) The Board of Supervisors has the right to request the General Director and other managers to facilitate access to records and documents related to the Group's business operations at the headquarters or the place where records are stored.

b) Regarding the activities of the General Director, based on periodic activity reports and individual requests for information from the Board of Supervisors, the Board of Supervisors has the right to propose that the Board of Directors review the decisions of the General Director. In case there are signs of violation of the law or the Charter that may cause significant material damage or harm the Group's reputation, the Board of Supervisors has the right to send a notice to the General Director to request an immediate halt to the implementation of such decisions. Within one (01) hour from sending the request, the Board of Supervisors must notify the members of the Board of Directors of its opinion. The Chairman of the Board of Directors shall issue a notice regarding the suspension of the General Director's decisions.

c) Regarding information and documents on the management and administration of business operations, business performance reports, and financial statements, the written request of the Board of Supervisors must be sent to the Group at least 48 hours in advance.

d) Regarding the use of external independent consultants, the Board of Supervisors must provide information on the scope, value, and other material contents within 48 hours from the time of establishing such service.

4. Regarding the Board of Directors: The Board of Supervisors has the role of supervision, coordination, consultation, and providing full, timely, and accurate information. The specific sequence and procedures are as follows:

a) Regularly notify the Board of Directors of operational results (no longer than 1 quarter), and consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b) When inspecting and supervising, if any ongoing incident is discovered that causes damage to the Group's assets, the member of the Board of Supervisors shall propose remedial measures and report to the Head of the Board of Supervisors for timely direction. In case there is no better adjustment measure, the Head of the Board of Supervisors shall discuss with the Board of Directors to resolve the matter and is responsible for reporting to the General Meeting of Shareholders thereafter.

c) Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than 15 working days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Group. Depending on the severity and results of the aforementioned inspection, the Board of Supervisors shall discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Supervisors has the right to reserve its opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

d) Regarding proposals for amendments, supplements, or improvements to the organizational and management structure, the Board of Supervisors must send a written document along with related documents at least fifteen (15) working days prior to the expected date of receiving a response.

e) Regarding the verification of audited financial statements, the Board of Supervisors must provide written feedback within 07 days.

f) Regarding other records and documents sent by the Board of Directors to the Board of Supervisors for opinion, the Board of Supervisors shall respond within fifteen (15) working days.

Article 33. Procedures and coordination processes of the Board of Directors

1. Regarding the Board of Supervisors:

a) The program and content of the Board of Directors' meetings must be sent to ***Supervisors*** (if invited to the meeting) at the same time as they are sent to members of the Board of Directors.

b) Resolutions of the Board of Directors shall be sent to the Board of Supervisors (simultaneously with the time they are sent to the General Director) within 07 days from the date of establishment.

c) Regarding the Board of Supervisors's proposal on the number of members of the Board of Supervisors, the Board of Directors must provide written feedback within 07 days.

d) Regarding the proposal for selecting an independent auditor, the Board of Directors must provide written feedback within 07 days.

2. Regarding the Board of Management:

a) Regarding the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources at least 45 days in advance.

b) Regarding the Board of Directors' authorization of a manager in accordance with the Charter: (i) this content must be expressed through a Resolution or an authorization document bearing the majority of signatures of the members of the Board of Directors; (ii) the original copy must be sent to the General Director and informed to the Corporate Governance Officer; and (iii) it must meet other requirements of the law regarding authorization.

c) For matters that the Board of Directors must approve based on the General Director's proposal as prescribed in the Charter, the Board of Directors must respond within 07 days or another time limit agreed upon by the parties.

d) Decisions to temporarily suspend the General Director's decisions as prescribed must be made in writing by the Chairman of the Board of Directors and sent via registered mail or handed over in the presence of the Corporate Governance Officer.

e) The Board of Directors shall not establish a separate apparatus; when necessary, the Board of Directors shall use the personnel and equipment of the Group to serve the work of the Board of Directors after notifying the General Director. The notice must be made in writing and sent to the General Director at least 48 hours in advance.

f) In urgent cases, for purposes related to their duties, members of the Board of Directors have the right to request the General Director or other Managers in the Group to provide information on the Group's operations, provided that they obtain the consent of the Chairman of the Board of Directors. The request must be made in writing and sent to the General Director at least 24 hours in advance.

g) The Board of Directors is responsible for responding to proposals regarding the Charter, the Group's Corporate Governance Regulation, the organizational structure, and the number of Managers within 15 days.

h) For matters regarding the approval of transactions with Related Persons or Material Transactions, the Board of Directors must respond in writing within 07 days.

i) Regarding reports evaluating the General Director and members of the Board of Management, the Board of Directors must send the draft to the relevant individuals a reasonable time in advance.

j) In cases where a meeting of the Board of Directors invites members of the Board of Supervisors, members of the Board of Management, or any level of management, the Board of Directors is responsible for sending the meeting notice and preparatory materials (if any) at least 07 days in advance (via the Corporate Governance Officer).

k) Materials sent to solicit opinions from the General Director regarding the salary and other benefits of Managers, or personnel matters, must be sent at least 48 hours in advance.

l) Regarding expenditures and the use of the Board of Directors' budget, the Board of Directors must provide a written explanation of the reasonableness when submitting files and vouchers to the Group.

Article 34. Procedures and coordination processes of the Board of Management

1. For the Board of Directors:

a) The General Director and other members of the Board of Management are the executive body responsible for managing the Group's operations, ensuring that the Group operates normally and effectively.

b) The General Director has the right to decide on measures beyond their authority in emergency cases such as natural disasters, war, fire, or unexpected incidents, but must report in writing to the Board of Directors as soon as possible and be held accountable to the Board of Directors and the next General Meeting of Shareholders for those decisions.

c) The General Director has the right to refuse to implement and reserve their opinions regarding decisions of the Board of Directors if they determine that such decisions are contrary to the law or harmful to the interests of shareholders. In this case, the General Director must immediately submit a written explanation to the Board of Directors and the Board of Supervisors.

d) Before performing tasks that require the approval of the Board of Directors as stipulated in the Charter and this Regulation, the General Director shall submit a proposal to the Board of Directors 07 days in advance (it is encouraged to copy the Board of Supervisors).

e) Regarding requests for opinions on the salary and other benefits of Managers, the General Director shall submit them at least 07 days in advance.

2. For the Board of Supervisors:

The General Director and other members of the Board of Management are responsible for receiving and cooperating in the work.

Chapter VII

ASSESSMENT OF PERFORMANCE, REWARDS AND DISCIPLINARY ACTIONS

Article 35. Performance evaluation

1. The Board of Directors determines the performance evaluation criteria for all members of the Board of Directors, the General Director, and other managers of the Board of Management.

2. Performance evaluation criteria must harmonize the interests of the Board of Management personnel with the long-term interests of the Group and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered by the Board of Directors and decided upon from time to time. In particular, non-financial indicators may be classified by areas such as stakeholders, operational processes and efficiency, internal growth, and knowledge management.

3. Annually, based on assigned functions, duties, and established evaluation criteria, the Board of Directors organizes the performance evaluation of members of the Board of Directors and the Board of Management in accordance with regulations.

Article 36. Rewards

1. The Board of Directors decides on the reward system. Rewards are implemented based on the performance evaluation results of this Regulation.

2. Subjects: individuals according to the reward scheme stipulated by the Board of Directors.

3. Forms of reward:

a) In cash;

b) In shares via an option method (if any).

4. The source of reward funds shall be deducted from the Group's reward and welfare fund and other legal sources, or shall be calculated as pre-tax expenses in accordance with relevant legal regulations. The reward level is based on the actual situation of each year, and the General Director shall propose it to the Board of Directors for approval.

Article 37. Discipline

1. The Board of Directors decides on the disciplinary system based on the nature and severity of the violation. The highest form of discipline shall be removal or dismissal.

2. Members of the Board of Directors, the Board of Supervisors, and the Board of Management who fail to complete their duties with honesty, diligence, caution, and full responsibility shall be held personally liable for the damages they cause.

3. Members of the Board of Directors, the Board of Supervisors, and the Board of Management who, while performing their duties, commit acts that violate legal regulations or the Group's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the disciplinary system and legal regulations. In cases where damages are caused to the interests of the Group, shareholders, or others, they shall be liable for compensation in accordance with the law.

Chapter VIII

GENERAL PROVISIONS

Article 38. Amendment and supplementation of the regulation

1. Any amendment or supplementation to this Regulation must be approved by the General Meeting of Shareholders or delegated to the Board of Directors for consideration and decision.

2. In the event that any legal provisions relating to the operations of the Group are not provided for in the Charter of the Group or this Regulation, or where any newly issued legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply immediately upon taking effect and govern the operations of the Group.

Article 39. Effective date

1. This regulation consists of 8 chapters and 39 articles, and was unanimously approved by the 2026 Annual General Meeting of Shareholders of Vietnam

Rubber Group - Joint Stock Company on ... ..., 202..., with full consent to the effectiveness of the entire text of this Regulation.

2. This regulation is established in 10 copies, each having equal validity.

3. This regulation is the sole and official regulation of the Group.

4. Copies or extracts of the Internal Regulation on Corporate Governance of the Group 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.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

VIETNAM RUBBER GROUP – JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence – Liberty – Happiness

APPENDIX: AMENDMENT AND SUPPLEMENT OF OPERATION REGULATIONS OF THE BOARD OF DIRECTORS VIETNAM RUBBER GROUP – JOINT STOCK COMPANY

(Attached to Proposal No. 506/TTr-HĐQTCSVN dated 15/6/2026 of Vietnam Rubber Group - Joint Stock Company)

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
Chapter II **MEMBERS OF THE BOARD OF DIRECTORS**	**Chapter II** **MEMBERS OF THE BOARD OF DIRECTORS**	Retained in accordance with the structure of Circular 116/2020/TT-BTC
Article 4. Rights and obligations of members of the Board of Directors	**Article 4. Rights and obligations of members of the Board of Directors**	
~~***2.*** *Based on discussions and consensus in the meeting minutes and resolutions of the Board of Directors, the Chairman of the Board of Directors shall issue a decision assigning responsibilities for each field to members of the Board of Directors. Each member of the Board of Directors shall be in charge of one or more fields and must report to the Board of Directors on the results of the assigned work. The assignment of responsibilities to members of the Board of Directors may be adjusted or supplemented to suit the actual situation of the Group from time to time. Such adjustments must be discussed and consulted with the relevant members of the Board of Directors in advance, and the amended content must be approved by resolution.*~~		Proposal to remove as this Clause is not included in Circular 116/2020/TT-BTC.
~~***3.*** *Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Group Charter, including the right to be*~~		Proposal to remove as this Clause is not included in Circular

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
~~*provided with information and documents regarding the financial situation and business operations of the Group and its units.*~~		116/2020/TT-BTC.
~~***4.** Members of the Board of Directors shall monitor, synthesize, and evaluate the implementation status of resolutions, decisions, and regulations issued by the Board of Directors to propose amendments (if any) to the Board of Directors to ensure alignment with actual conditions and current legal regulations.*~~		Proposal to remove as this Clause is not included in Circular 116/2020/TT-BTC.
5. Members of the Board of Directors have the following rights and obligations: a) Perform their duties honestly and prudently for the best interests of the shareholders and the Group; b) Attend all meetings of the Board of Directors and provide opinions on issues brought up for discussion; c) Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations; d) Report to the Board of Directors at the nearest meeting on transactions between the Group, subsidiaries, and other companies over which the Group holds control of 50% or more of the charter capital with members of the Board of Directors and their related persons; transactions between the Group and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 (three) years immediately preceding the transaction date; e) Perform information disclosure when trading the Group's shares in accordance with the law;	**2.** Members of the Board of Directors have the following rights and obligations: a) Perform their duties honestly and prudently for the best interests of the shareholders and the Group; b) Attend all meetings of the Board of Directors and provide opinions on issues brought up for discussion; c) Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations; d) Report to the Board of Directors at the nearest meeting on transactions between the Group, subsidiaries, and other companies over which the Group holds control of 50% or more of the charter capital with members of the Board of Directors and their related persons; transactions between the Group and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 (three) years immediately preceding the transaction date; e) Perform information disclosure when trading the Group's shares in accordance with the law.	Adjust the number of clauses, retain content in accordance with the structure of Circular 116/2020/TT-BTC

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
~~*f) Be accountable to the Board of Directors and the Chairman of the Board of Directors for work within their assigned fields;*~~ ~~*g) Research and evaluate the situation and performance results, and contribute to developing the development direction and production and business results of the Group from time to time;*~~ ~~*h) Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with the Group Charter;*~~ ~~*k) Comply with the provisions of the law, the Group Charter, and these regulations, and implement resolutions of the General Meeting of Shareholders and decisions of the Board of Directors related to each member;*~~ ~~*l) Perform the rights and duties assigned in accordance with the Group Charter, these Regulations, and other relevant legal provisions.*~~		
Article 6. Term and number of members of the Board of Directors	**Article 6. Term and number of members of the Board of Directors**	
1. The number of members of the Group's Board of Directors shall be decided by the General Meeting of Shareholders, with a minimum of 03 (three) and a maximum of 09 (nine) members. The number and structure of the Board of Directors for each term shall be implemented in accordance with the Group Charter. 2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. An individual may only be elected	***1. The number of members of the Board of Directors shall be decided by the General Meeting of Shareholders, with a minimum of three (03) and a maximum of nine (09) members; the number and structure of the Board of Directors for each term shall be implemented in accordance with the Group Charter. The structure of the Board of Directors must ensure a balance between executive members and non-executive members; at least one-third (1/3) of the total number of members of the Board of Directors must be non-executive members.***	Retained in accordance with the structure of Circular 116/2020/TT-BTC, however, it is proposed to amend and supplement some contents to align with the provisions of Article 25 of the Group Charter (as amended and

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
as an independent member of the Group's Board of Directors for no more than 02 (two) consecutive terms. 3. In case all members of the Board of Directors end their term at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Group Charter.	***2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. The determination of the number, standards, conditions, and term of office of independent members of the Board of Directors shall be implemented in accordance with the Group Charter and current legal regulations.*** **3.** In case all members of the Board of Directors end their term at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Group Charter. ***4. Members of the Board of Directors are not required to be shareholders of the Group.***	supplemented).
Article 7. Standards and conditions for members of the Board of Directors	**Article 7. Standards and conditions for members of the Board of Directors**	
1. Members of the Board of Directors must meet the following standards and conditions: a) Have full civil act capacity, and not be among the subjects prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises; b) Have a university degree or higher, have management and business capabilities, and have practical experience in business administration or in the fields, industries, or trades in which the Group operates; c) A member of the Group's Board of Directors may simultaneously serve as a member of the Board of Directors of another company, but may not serve as a member of the Board	**1.** Members of the Board of Directors must meet the following standards and conditions: a) Have full civil act capacity, and not be among the subjects prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises ***and Points a, b, Clause 6, Article 1 of the Law amending and supplementing a number of articles of the Law on Enterprises (Law No. 76/2025/QH15 dated June 17, 2025);*** b) Have a university degree or higher, have management and business capabilities, and have practical experience in business administration or in the fields, industries, or trades in which the Group operates;	- Ensure the content structure follows Circular 116/2020/TT-BTC; however, propose amendments and supplements to certain contents to align with regulations, specifically: Point a: supplement the regulations at point a, b, Clause 6, Article 1 of Law No. 76/2025/QH15 dated June 17, 2025;

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
of Directors at more than 03 (three) other companies. d) Members of the Board of Directors must not be family members of the General Director and other managers of the Group; of the Group's managers, or of persons with the authority to appoint managers of the Parent Company; e) Have never been dismissed from the position of Chairman of the Board of Members, member of the Board of Members, or Chairman, Director, Deputy Director, or General Director, Deputy General Director of a State-owned enterprise; f) Have good health, good moral character, honesty, integrity, understanding, and awareness of compliance with the Law.	c) ***A member of the Group's Board of Directors may only simultaneously serve as a member of the Board of Directors or Board of Members at a maximum of 05 other companies;*** d) Members of the Board of Directors must not be family members of the General Director and other managers of the Group; of the Group's managers, or of persons with the authority to appoint managers of the Parent Company; e) Has never been dismissed from the position of Chairperson of the Members' Council, member of the Members' Council, or Chairperson, Director, Deputy Director, or General Director, Deputy General Director of a State-owned enterprise; f) Possesses good health, moral character, honesty, integrity, understanding, and awareness of legal compliance.	- Point c: Amend and supplement to align with the regulations at Clause 78, Article 1 of Decree 245/2025/NĐ-CP dated September 11, 2025.
Article 8. Chairperson of the Board of Directors	**Article 8. Chairperson of the Board of Directors**	
1. The Chairperson of the Board of Directors is elected, dismissed, or removed by the Board of Directors. The Chairperson of the Board of Directors must have at least 03 (three) years of experience in managing and operating an enterprise in the main business lines or business lines related to the Group's main business lines. The Chairperson of the Board of Directors is the legal representative of the Group. **2.** The Chairperson of the Board of Directors of the Group shall not concurrently serve as the General Director. **3.** The Chairperson of the Board of Directors has the following rights and obligations: a) Develop the work program and plan of the Board of Directors;	**1.** The Chairperson of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors. ~~The Chairperson of the Board of Directors must have at least three (03) years of experience in managing and operating an enterprise in the main business lines or business lines related to the Group's main business lines~~. - The Chairperson of the Board of Directors is the legal representative of the Group. - The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Group. **2.** The Chairperson of the Board of Directors has the	Remove this content to comply with Article 28 of the Group's Charter **Supplement Clauses 5 and 6** to ensure compliance with the structure of Circular 116/2020/TT-BTC, while rearranging the layout and adding content to align with the provisions of the Group Charter (as Circular 116/2020/TT-BTC has an open direction regarding other rights and obligations

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; c) Organize the approval of resolutions and decisions of the Board of Directors; d) Organize the monitoring and supervision of the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; have the right to act on behalf of the Board of Directors to suspend decisions of the Group's General Director that are contrary to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; e) Chair the General Meeting of Shareholders and meetings of the Board of Directors; f) Organize supervision, directly supervise, and evaluate the implementation results of strategic goals, the Group's operational results, and the management and administration results of the Group's General Director; g) Other rights as per the Group Charter, and according to the decentralization and authorization of the Board of Directors and relevant legal regulations. ~~The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the audited annual financial statements and the Group's operational reports to shareholders at the General Meeting of Shareholders.~~ **4.** In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they shall authorize in writing another member to exercise the rights and obligations of the Chairperson of the Board of Directors. In case there is no	following rights and obligations: a) Develop the work program and plan of the Board of Directors; b) Prepare or organize the preparation of the program, content, and documents for meetings; convene and chair meetings of the Board of Directors; c) Organize the approval of resolutions and decisions of the Board of Directors; d) Organize the monitoring and supervision of the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; have the right to act on behalf of the Board of Directors to suspend decisions of the Group's General Director that are contrary to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; e) Chair the General Meeting of Shareholders; f) Organize supervision, directly supervise, and evaluate the implementation results of strategic goals, the Group's operational results, and the management and administration results of the Group's General Director; ***g) Sign and issue internal regulations on corporate governance of the Group and operating regulations of the Board of Directors after being approved by the General Meeting of Shareholders;*** h) Other rights as per the provisions of this Charter, according to the decentralization and authorization of the Board of Directors and relevant laws; **3.** In case the Chairperson of the Board of Directors is absent	as prescribed in the Company Charter).

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
authorized person, the remaining members shall elect one among the members to temporarily 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.** In case the Chairperson of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of the decision on removal or the Board of Directors' approval of the resignation.	or unable to perform their duties, they shall authorize in writing another member to exercise the rights and obligations of the Chairperson of the Board of Directors. In case there is no authorized person, the remaining members shall elect one among the members to temporarily 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. **4.** In case the Chairperson of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of the decision on removal or the Board of Directors' approval of the resignation. ***5. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the audited annual financial statements and the Group's operational reports… to shareholders at the General Meeting of Shareholders.*** ***6. The Board of Directors shall appoint at least 01 person to perform the duties of the Person in charge of corporate governance to support the Group's governance activities to be conducted effectively. The term of office of the Person in charge of corporate governance shall not exceed five (05) years. The Person in charge of corporate governance must be knowledgeable about the law and shall not concurrently work for an independent auditing firm currently auditing the Group's financial statements. The Board of Directors may remove the Person in charge of corporate governance when necessary, provided it does not violate current labor laws. The Person in charge of corporate governance has the following rights and obligations:*** ***a) Advise the Board of Directors in organizing the General***	

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
	Meeting of Shareholders in accordance with regulations and related tasks between the Group and shareholders; ***b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;*** ***c) Advise on meeting procedures;*** ***d) Attend meetings;*** ***e) Advise on procedures for drafting resolutions and decisions of the Board of Directors in accordance with the law;*** ***f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Controllers;*** ***g) Monitor and report to the Board of Directors on the Group's information disclosure activities;*** ***h) Maintain confidentiality of information in accordance with the provisions of the law and this Charter;*** ***i) Act as the contact point with relevant stakeholders;*** ***j) Other rights and obligations as prescribed by law.***	
Article 9. Dismissal, removal, replacement, and supplementation of members of the Board of Directors	**Article 9. Dismissal, removal, replacement, and supplementation of members of the Board of Directors**	
1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases: a) Does not meet the standards and conditions as prescribed in Article 7 of these Regulations and Article 35 of the Group	1. The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases: a) Failing to meet the standards and conditions as stipulated in Article 155 of the Law on Enterprises;	Proposal for amendments and supplements in accordance with

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Charter; b) Has submitted a resignation letter and it has been accepted; ~~c) Other cases as prescribed by law.~~ **2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:** a) Does not participate in the activities of the Board of Directors for 06 (six) consecutive months without the approval of the Board of Directors, except in cases of force majeure; ~~b) Does not have sufficient health or no longer has the reputation to hold the position of member of the Board of Directors;~~ ~~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 civil act capacity;~~ ~~d) That member is removed by the decision of the General Meeting of Shareholders;~~ ~~e) Is prosecuted and found guilty by the Court;~~ ~~f) Is dishonest in exercising rights and obligations or abuses their position and authority, uses the Group's assets for personal gain or to serve the interests of other organizations or individuals; Reports dishonestly on the financial situation and production and business results of the Group;~~ ~~g) Provides false personal information when submitting to the Group as a candidate for the Board of Directors;~~ ~~h) Other cases as prescribed by law.~~ **3.** When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of	b) Submitting a resignation letter that is approved; c) Other cases as stipulated in the Group Charter. 2. The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases: a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure; b) Other cases as stipulated in the Group Charter. 3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; and to dismiss or remove members of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article. 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases: a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Group Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third; b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as stipulated in the Group Charter; c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who	Circular 116/2020/TT-BTC

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Directors; and to dismiss or remove members of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article. **4**. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases: a) The number of members of the Board of Directors is reduced by more than 1/3 (one-third) compared to the number stipulated in the Group Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than 1/3 (one-third); b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as stipulated by the Group Charter; c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed at the nearest meeting.	have been dismissed or removed at the nearest meeting.	
Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors	**Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors**	
1. The principles for nominating members of the Board of Directors are implemented as follows: Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Directors. The number of candidates that a shareholder or a group of shareholders is entitled to nominate shall be in accordance with the Group Charter.	***1. A shareholder or a group of shareholders holding 10% or more of the total common shares has the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors is implemented as follows:*** a) Common shareholders forming a group to nominate	- Proposal to amend and supplement Clause 1 according to the content of Circular 116/2020/TT-BTC. - Point a, b of Clause 1, and Clauses 2, 3, 4 correspond to the

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a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders; b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors. **2.** In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism stipulated by the Group in the Internal Regulations on Corporate Governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.	persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders; b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors. 2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism stipulated by the Group in the Internal Regulations on Corporate Governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.	content in Circular 116/2020/TT-BTC; it is proposed to keep them unchanged.
Chapter III **BOARD OF DIRECTORS**	**Chapter III** **BOARD OF DIRECTORS**	
Article 12. Rights and obligations of the Board of Directors	**Article 12. Rights and obligations of the Board of Directors**	
1. The business operations and affairs of the Group shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Group that do not fall	***1. The Board of Directors is the management body of the Group, having full authority to act on behalf of the Group to decide and exercise the rights and obligations of the Group, except for rights and obligations under the authority of the***	Amend and supplement the content according to the structure in Article 11 of the Model Regulations

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under the authority of the General Meeting of Shareholders. **2.** The rights and obligations of the Board of Directors are stipulated in Article 36 of the Group Charter. **3.** The Board of Directors shall pass resolutions and decisions according to Article 13 of these Regulations or other forms as stipulated by the Group Charter, based on the principle of a simple majority. Each member of the Board of Directors has one vote. **4.** ~~When performing its functions, duties, and powers, the Board of Directors shall strictly comply with the provisions of the Law, the Charter, and resolutions of the General Meeting of Shareholders.~~ In case a resolution passed by the Board of Directors is contrary to the provisions of the Law or the Group Charter, causing damage to the Group, the members who voted in favor of passing that resolution shall be jointly and severally personally liable for that resolution and must compensate the Group for the damage; members who opposed the passing of the aforementioned resolution shall be exempted from liability. In this case, shareholders of the Group have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision. ~~The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the supervision by the Board of Directors over the General Director and other executives during the fiscal year. In case the Board of Directors fails to submit the report to the General Meeting of Shareholders, the Group's annual financial statements shall be considered invalid and not yet approved by the Board of Directors.~~	***General Meeting of Shareholders.*** 2. The rights and obligations of the Board of Directors are stipulated in Article 27 of the Group Charter. ***3. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Group Charter. Each member of the Board of Directors has one vote.*** ***4. In case a resolution passed by the Board of Directors is contrary to the provisions of the Law or the Group Charter, causing damage to the Group, the members who voted in favor of passing that resolution shall be jointly and severally personally liable for that resolution and must compensate the Group for the damage; members who opposed the passing of the aforementioned resolution shall be exempted from liability. In this case, shareholders of the Group have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.***	of Circular 116/2020/TT-BTC. Proposal for the content of Clause 2 to be referenced according to the provisions of Article 27 of the Group Charter (not detailed as in Circular 116 because the Charter has already provided specific regulations)
Article 13. Passing of Resolutions and Decisions of the	**Article 13. Passing of Resolutions and Decisions of the**	

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Board of Directors	**Board of Directors**	
... **5.** Decisions and directives of the Board of Directors must be passed at a meeting of the Board of Directors or by collecting written opinions**:** ... e) Financial contents: - Approve financial statements of member units that are 100% owned by the Group in accordance with regulations; - Review and approve the policy on handling outstanding debts and bad debts; - Decide on the approval of the capital advance plan of the Parent Company - Group for investment in other enterprises when the capital construction plan has not been approved; - Borrowing by the Parent Company - Group; Approval of purchase, sale, loan, lending, and other contracts under the authority of the Board of Directors; approval of the Group's compensation; implementation of mortgages and loan guarantees for member units (in specific cases); - Approve financial matters during corporate restructuring, such as divestment and equitization at the Parent Company - Group and its member units; - Mechanism for using financial resources for asset investment at the Parent Company - Group; - Propose annual dividend rates; decide on the timeline and procedures for dividend payment. …	**...** **5.** Decisions and directives of the Board of Directors must be passed at a meeting of the Board of Directors or by collecting written opinions**:** ... e) Financial contents: - ***Approve purchase, sale, loan, lending, and other contracts; decide on loan guarantees and lending to member companies of the Group in accordance with the law and the Group's Charter; in the case of contracts or transactions with related parties, comply with the provisions of Article 39 of the Group's Charter;*** - ***Decide on asset disposal plans in accordance with the law and the Group's Charter;*** - Approve financial statements of member units that are 100% owned by the Group in accordance with regulations; - Review and approve the policy on handling outstanding debts and bad debts; - Decide on the approval of the capital advance plan of the Parent Company - Group for investment in other enterprises when the capital construction plan has not been approved; - Borrowing by the Parent Company - Group; Approval of purchase, sale, loan, lending, and other contracts under the authority of the Board of Directors; approval of the Group's compensation; implementation of mortgages and loan guarantees for member units (in specific cases);	Circular No. 116/2020/TT-BTC issues the Model Regulation on corporate governance applicable to public companies and serves as a reference for structure/content. However, based on the Group's internal governance needs, it is necessary to provide a separate article on the form, principles of approval, effectiveness, and archiving of Resolutions/Decisions of the Board of Directors to ensure transparency, consistency in application, and compliance control throughout the Group. The content of Article 13 does not contravene current legal regulations and simultaneously specifies the authority and procedures for issuing documents by the

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h) Regulations, procedures, and provisions on internal governance within the Group under the authority of the Board of Directors. …	- Approve financial matters during corporate restructuring, such as divestment and equitization at the Parent Company - Group and its member units; - Mechanism for using financial resources for asset investment at the Parent Company - Group; - Propose annual dividend rates; decide on the timeline and procedures for dividend payment. … h) Regulations, procedures, and provisions on internal governance within the Group under the authority of the Board of Directors; ***decide on the issuance of the Group's Information Disclosure Regulation in accordance with the Group's Charter.*** …	Board of Directors in accordance with the Group's Charter. Therefore, it is recommended to retain Article 13 in the Regulation.
Article 19. Duties and powers of the Board of Directors in approving and signing contracts and transactions.	**Article 14. Duties and powers of the Board of Directors in approving and signing contracts and transactions.**	- Under the current BOD Regulation, this is stipulated in Article 19. However, it is proposed to rearrange the Article to align with the structure of the Model Regulation in Circular 116/2020/TT-BTC. - Amend and supplement the content of Clause 1 to align with the provisions of Clause 1 and Clause 2, Article 39 of the Group's
1. The Board of Directors approves contracts and transactions valued from 10% to less than 35%, or transactions resulting in a total transaction value arising within 12 (twelve) months from the date of the first transaction valued from 10% to less than 35% of the total asset value recorded in the most recent financial statements between the Group 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 persons of these individuals; - Shareholders, authorized representatives of shareholders	***1. The Board of Directors approves contracts and transactions valued at less than 35% (thirty-five percent) of the total enterprise asset value recorded in the most recent financial statements between the Group and one of the following entities:*** *a)* ***Shareholders, authorized representatives of shareholders owning over ten percent (10%) of the total common shares of the Group, and their related persons;*** *b)* ***Members of the Board of Directors, the General Director, and their related persons;*** *c)* ***Enterprises where members of the Board of Directors,***	

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owning over 10% of the total common shares of the Group, and their related persons; - Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.	***Supervisors, Directors or General Directors, and other managers of the company must make declarations in accordance with Clause 2, Article 164 of the Law on Enterprises.***	Charter.
Article 14. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders.	**Article 15. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders.**	Adjust the Article, keep the content unchanged to ensure compliance with Circular 116/2020/TT-BTC.
Article 15. Committees and sub-committees assisting the Board of Directors.	**Article 16. Subcommittees of the Board of Directors.**	Adjust the Article, keep the content unchanged to ensure compliance with Circular 116/2020/TT-BTC.
Chapter IV **BOARD OF DIRECTORS MEETING**	**Chapter IV** **BOARD OF DIRECTORS MEETING**	
Article 16. Board of Directors meetings.	**Article 17. Board of Directors meetings.**	Adjust the Article, keep the content unchanged.
Article 18. Minutes of Board of Directors meetings.	**Article 18. Minutes of Board of Directors meetings.**	Propose adjustments and supplements in accordance with Article 17 of the Model Regulation in Circular 116/2020/TT-BTC.
1. 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. ~~The minutes of the Board of Directors meeting must be completed and approved before the end of the meeting. The minutes must contain the following key contents~~: a) Name, address of the head office, enterprise identification	1. 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, including the following key contents: a) Name, address of the head office, enterprise identification number;	

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number; b) Time and location of the meeting; c) Purpose, agenda, and content of the meeting; d) Full names of each member attending the meeting or authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons; e) Issues discussed and voted upon at the meeting; f) Summary of opinions expressed by each attending member in the order of the meeting's proceedings; g) Voting results, clearly stating members who voted in favor, against, and abstained; h) Issues approved and the corresponding voting approval ratios; i) Full names and signatures of the chairperson and the minute-taker, except in the following cases: In case the chairperson or the minute-taker refuses to sign the meeting minutes, if all other attending members of the Board of Directors agree to approve and sign the minutes, and the minutes contain full content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, the minutes shall be effective. ~~The meeting minutes must clearly state the refusal of the chairperson or the minute-taker to sign. The persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson and the minute-taker shall be personally liable for damages caused to the Group due to their refusal to sign the minutes in accordance with the law and the~~	b) Time and location of the meeting; c) Purpose, agenda, and content of the meeting; d) Full names of each member attending the meeting or the authorized representative, and the method of attendance; full names of members not attending and the reasons; đ) Issues discussed and voted upon at the meeting; e) Summary of opinions of each member attending the meeting in the order of the meeting's proceedings; g) Voting results, clearly stating members who voted in favor, against, and those who abstained; h) Issues passed and the corresponding voting ratio; i) Full name and signature of the chairperson and the minutes taker, except in cases specified in Clause 2 of this Article. 2. In cases where the chairperson or the minutes taker refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article. 3. The chairperson, the minutes taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes. 4. The minutes of the Board of Directors' meetings and documents used in the meetings must be kept at the Group's headquarters. 5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions,	

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~~Group's Charter~~. **2.** The chairperson, the minute-taker, and those signing the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes. **3.** The minutes of the Board of Directors meeting and documents used in the meeting must be stored in accordance with the law at the Group's head office. **4.** Minutes prepared in Vietnamese and a foreign language have equal validity. In case of any discrepancy between the content of the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.	the content in the Vietnamese version shall prevail.	
Article 17. Authority and procedures for collecting opinions of Board of Directors members in writing	**Article 19. Authority and procedures for collecting opinions of Board of Directors members in writing**	Adjust the Article, keep the content unchanged.
Chapter VI **WORKING RELATIONSHIP AND WORKING CONDITIONS OF THE BOARD OF DIRECTORS**	**Chapter VI** **WORKING RELATIONSHIP AND WORKING CONDITIONS OF THE BOARD OF DIRECTORS**	
Article 23. Principles of coordination in work		This Article is not included in Circular 116/2020/TT-BTC, proposal to remove
Article 24. Relationships between members of the Board of Directors	**Article 23. Relationships between members of the Board of Directors**	Adjust the Article, keep the content unchanged
Article 25. Relationship with the Board of Management **1.** In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors inspects	**Article 24. Relationship with the Board of Management** In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of	Amended in accordance with Article 22 of the Model Regulations in Circular No. 116/2020/TT-BTC

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and supervises the implementation of these resolutions. ~~**2.** The Board of Directors ensures the creation of all favorable conditions regarding mechanisms, policies, human resources, and facilities for the General Director to complete assigned tasks.~~ ~~**3.** The General Director is the legal representative and also a member of the Board of Directors; manages the daily operations of the Group, is directly responsible to the Board of Directors and before the law for the organization, management, and comprehensive direction of the Group's daily operational activities, effectively utilizes the Group's resources, and implements resolutions and decisions of the Board of Directors according to assigned duties and powers. The General Director is responsible for reporting to the Board of Directors on issues related to the Group's business operations.~~ ~~**4.** The General Director has the right to decide on measures beyond their authority in emergency cases such as natural disasters, epidemics, fires, and unexpected incidents, or decisions related to business opportunities based on the Group's interests. The General Director is responsible for reporting immediately to the Board of Directors and is personally responsible for these decisions.~~ ~~**5.** The General Director is subject to the inspection and supervision of the Board of Directors regarding the performance of functions and duties in accordance with the law and the Group Charter.~~ ~~**6.** The Board of Directors has the right to request the General Director to explain decisions related to operational activities but shall not interfere directly in the General Director's daily operational work.~~	Directors inspects and supervises the implementation of these resolutions.	

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~~**7.** The Board of Directors is responsible for receiving, considering, and deciding on the proposals and requests of the General Director within the scope of its authority as prescribed by law and the Group Charter.~~ ~~**8.** Resolutions and decisions of the Board of Directors are mandatory for implementation. When organizing the implementation of resolutions and decisions of the Board of Directors, if any issue disadvantageous to the Group is discovered, the General Director is responsible for reporting immediately to the Chairman of the Board of Directors to bring it to a Board of Directors meeting for consideration and adjustment of that resolution or decision accordingly. The Board of Directors must consider the General Director's request. In case the Board of Directors does not adjust the resolution or decision, the General Director must still implement it but has the right to reserve their opinion and petition the General Meeting of Shareholders or other competent authorities.~~ ~~**9.** Within 15 (fifteen) working days from the end of each Quarter or Year, the General Director must submit a written report on the production and business performance and the implementation plan for the upcoming period of the Group to the Board of Directors. The Board of Directors and the General Director of the Group shall regularly inform each other of the situation and operational results.~~ ~~**10.** The Chairman of the Board of Directors has the right to attend or appoint a member of the Board of Directors to represent them at briefing meetings and meetings preparing projects for submission to the Board of Directors chaired by the General Director. The Chairman of the Board of Directors or the member of the Board of Directors appointed by the~~		

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~~Chairman to attend the meeting has the right to express opinions but does not have the right to conclude the meeting. The General Director is responsible for sending reports on the results of periodic or extraordinary briefing meetings to the Board of Directors.~~ ~~**11.** For projects and programs chaired by the Board of Directors, the General Director is responsible for providing resources and directing the Board of Management and professional apparatus to perform tasks directed and assigned by the Board of Directors.~~ ~~**12.** The General Director submits to the Board of Directors for the Board of Directors to present to the General Meeting of Shareholders for decision or approval of contents falling under the authority of the General Meeting of Shareholders.~~ ~~**13.** The General Director submits to the Group's Board of Directors for consideration and decision on contents falling under the authority of the Board of Directors.~~ ~~**14.** In case of discovering risks or incidents that may significantly affect the reputation or business operations of the Group or other necessary matters, the General Director must report immediately to the Chairman of the Board of Directors and the members of the Board of Directors directly in charge of that area for timely direction and resolution.~~ **15.** ~~The General Director is responsible for creating all favorable conditions for members of the Board of Directors to perform their duties and to access information and reports in the fastest time.~~		
Article 26. Relationship with the Board of Supervisors or Audit Committee and socio-political organizations within	**Article 25. Relationship with the Board of Supervisors or Audit Committee**	Amended in accordance with Article 23 of the Model Regulations in

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the Group **1.** The relationship between the Board of Directors and the Board of Supervisors ~~or Audit Committee~~ is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors ~~or Audit Committee~~ follows the principle of equality and independence. The Board of Directors is responsible for cooperating closely and creating all favorable conditions for Supervisors in the process of performing their duties and powers. **2.** Upon receiving inspection minutes or summary reports from the Board of Supervisors ~~or Audit Committee~~, the Board of Directors is responsible for studying and directing, supervising the rectification and handling of violations according to the recommendations of the Board of Supervisors in a timely manner. **3.** ~~The Chairman of the Board of Directors or the convener sends meeting invitations and accompanying documents to Supervisors at the same time and in the same manner as for members of the Board of Directors. Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.~~ ~~4. In addition to periodic reporting information, the Board of Supervisors may request the Board of Directors to provide information, documents, attend meetings, and answer issues that Supervisors are concerned about.~~ ~~5. The Board of Directors ensures that all copies of financial information and other information provided to members of the Board of Directors, as well as resolutions, decisions, and minutes of Board of Directors meetings, will be provided to Supervisors at the same time and in the same manner as~~	**1.** The relationship between the Board of Directors and the Board of Supervisors is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence. The Board of Directors is responsible for cooperating closely and creating all favorable conditions for the Controllers in the process of performing their duties and powers. **2.** Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing, as well as supervising the timely rectification and handling of violations in accordance with the Board of Supervisors's recommendations.	Circular 116/2020/TT-BTC. At the same time, it is consistent with the governance model under the Group Charter; currently, the Group Charter does not provide for an 'Audit Committee'.

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~~provided to members of the Board of Directors.~~ ~~6. The Board of Directors is responsible for complying with and effectively implementing resolutions and guidelines of the Group's Party Committee regarding political tasks and personnel work; coordinating with the Vietnam Rubber Trade Union and socio-political organizations of the Group to effectively perform the functions and tasks of their organizations.~~ ~~The Board of Directors ensures the activities of socio-political organizations are in accordance with the law.~~		
Article 27. Assisting apparatus of the Board of Directors 1. Person in charge of corporate governance: The Board of Directors shall appoint at least 01 (one) person to perform the duties of the Person in charge of corporate governance to support the effective conduct of the Group's governance activities. The term of office of the Person in charge of corporate governance shall not exceed 05 (five) years. The standards, conditions, rights, and obligations of the Person in charge of corporate governance are stipulated in Clause 6, Article 37 of the Group Charter. 2. Governance and General Advisory Board: The Governance and General Advisory Board is established by decision of the Board of Directors; in which the Person in charge of corporate governance serves as the Head of the Board. The Head of the Governance and General Advisory Board performs or may assign 01 (one) member of the Board to perform the duties of the Secretary of the Board of Directors. The functions, tasks, powers, and organizational structure of the Governance and General Advisory Board are stipulated in the	**Article 26. Assisting apparatus of the Board of Directors** 1. Person in charge of corporate governance: The Board of Directors shall appoint at least 01 (one) person to perform the duties of the Person in charge of corporate governance to support the effective conduct of the Group's governance activities. The term of office of the Person in charge of corporate governance shall not exceed 05 (five) years. The standards, conditions, rights, and obligations of the Person in charge of corporate governance are stipulated in Clause 6, Article ***28 of the Group Charter.*** 2. Governance and General Advisory Board: The Governance and General Advisory Board is established by decision of the Board of Directors; in which the Person in charge of corporate governance serves as the Head of the Board. The Head of the Governance and General Advisory Board performs or may assign 01 (one) member of the Board to perform the duties of the Secretary of the Board of Directors. The functions, tasks, powers, and organizational structure of the Governance and General Advisory Board are stipulated in the	- Circular 116/2020/TT-BTC does not contain this provision; however, based on the Law on Securities (Article 4), Article 281 of Decree 155/2020/NĐ-CP, the Group Charter (Article 28), and the practical requirements and internal governance of the Group, it is necessary to provide a separate article on the Assisting apparatus of the Board of Directors. Therefore, it is proposed to retain this provision. - As Clause 4 of this Article overlaps with Article 15 of the Regulations, it is

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decision of the Board of Directors. **3. Secretary of the Board of Directors:** The functions and tasks of the Secretary of the Board of Directors are stipulated as follows: a) Assist the Chairman of the Board of Directors. Act as a bridge between the Chairman of the Board of Directors and members of the Board of Directors, the General Director, Controllers, Chief Accountant, Heads of professional departments, Heads of member units, other managers, agencies inside and outside the Group, etc. b) Notify the Group Office to prepare the venue, facilities, and equipment for meetings of the Board of Directors; c) Prepare ballots and necessary documents related to the content for seeking opinions from members of the Board of Directors; d) Record meeting minutes, participate in vote counting, and prepare minutes of vote counting for seeking opinions from members of the Board of Directors; e) Receive, draft, submit for signature, and circulate relevant documents of the Board of Directors; f) Transfer files and documents of the Board of Directors to the Group's Archives department for storage; g) Schedule weekly work for the Chairman of the Board of Directors and members of the Board of Directors to arrange coordination with relevant departments; h) Participate in business trips with the Chairman of the Board of Directors or members of the Board of Directors if requested;	decision of the Board of Directors. **3. Secretary of the Board of Directors:** The functions and tasks of the Secretary of the Board of Directors are stipulated as follows: a) Assist the Chairman of the Board of Directors. Act as a bridge between the Chairman of the Board of Directors and members of the Board of Directors, the General Director, Controllers, Chief Accountant, Heads of professional departments, Heads of member units, other managers, agencies inside and outside the Group, etc. b) Notify the Group Office to prepare the venue, facilities, and equipment for meetings of the Board of Directors; c) Prepare ballots and necessary documents related to the content for seeking opinions from members of the Board of Directors; d) Record meeting minutes, participate in vote counting, and prepare minutes of vote counting for seeking opinions from members of the Board of Directors; e) Receive, draft, submit for signature, and circulate relevant documents of the Board of Directors; f) Transfer files and documents of the Board of Directors to the Group's Archives department for storage; g) Schedule weekly work for the Chairman of the Board of Directors and members of the Board of Directors to arrange coordination with relevant departments; h) Participate in business trips with the Chairman of the Board of Directors or members of the Board of Directors if requested;	proposed to amend and supplement it accordingly.

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
i) Perform other tasks assigned by the Board of Directors or the Head of the Governance and General Advisory Board. **4. Sub-committees under the Board of Directors** The Board of Directors may establish affiliated sub-committees to specialize and perform tasks assigned by the Board of Directors at an appropriate time. The Board of Directors may establish affiliated sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and several other sub-committees if deemed necessary (such as Ethics Sub-committee, Conflict Resolution Sub-committee, Risk Management Sub-committee, etc.). The duration of operation, standards for members, and specific functions of each Sub-committee may be adjusted and will be stipulated in the decision of the Board of Directors regarding their establishment. Members and authority of the Sub-committees are specifically stipulated in Article 20 of the Group's Internal Regulations on Corporate Governance. The Board of Directors is responsible for evaluating the performance results of the sub-committees and their members to review the fulfillment of tasks according to the set requirements. **5**. In addition to the assisting apparatus in Clauses 1, 2, 3, and 4 of this Article, the Board of Directors may have assistants, specialized staff, utilize the executive apparatus, the Group's assisting apparatus, or use professional consulting services (if necessary) to perform the rights and duties of the Board of	i) Perform other tasks assigned by the Board of Directors or the Head of the Governance and General Advisory Board. **4. Sub-committees under the Board of Directors** ***a) The establishment, organization, membership, authority, operating principles, and evaluation of performance results of the Sub-committees under the Board of Directors are carried out in accordance with Article 15 of these Regulations, Article 20 of the Group's Internal Regulations on Corporate Governance, and the decision of the Board of Directors regarding their establishment.*** b) The Board of Directors is responsible for evaluating the performance results of the sub-committees and their members to review the fulfillment of tasks according to the set requirements. **5**. In addition to the assisting apparatus in Clauses 1, 2, 3, and 4 of this Article, the Board of Directors may have assistants, specialized staff, utilize the executive apparatus, the Group's assisting apparatus, or use professional **consulting services (if** necessary) to perform the rights and duties of the Board of Directors.	

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
Directors.		
~~**Article 28. Ensuring other working conditions for the Board of Directors**~~		This article is not in Circular 116/2020/TT-BTC, it is proposed to be removed
Chapter VII **IMPLEMENTATION PROVISIONS**	**Chapter VII** **IMPLEMENTATION PROVISIONS**	
Article 29. Amendment and supplementation of the Regulations 1. Any amendment or supplementation to the Regulation on Operation of the Board of Directors shall be decided by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company in accordance with the Charter of the Group and the provisions of law. 2. Any legal provisions relating to the organization and operation of the Board of Directors which are not provided for in this Regulation, or any newly issued legal provisions that differ from the specific contents of this Regulation, shall be applied and implemented in accordance with the applicable laws.	**Article 27. Amendment and supplementation of the Regulations** 1. Any amendment or supplementation to the Regulation on Operation of the Board of Directors shall be decided by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company in accordance with the Charter of the Group and the provisions of law. 2. Any legal provisions relating to the organization and operation of the Board of Directors which are not provided for in this Regulation, or any newly issued legal provisions that differ from the specific contents of this Regulation, shall automatically apply immediately upon taking effect and be implemented in accordance with the applicable laws.	Adjust the Article, retain the content
Article 30. Effectiveness **1.** These Operating Regulations of the Board of Directors of Vietnam Rubber Group – Joint Stock Company serve as the legal basis for the organization and operation of the Board of Directors, members of the Board of Directors, the Person in charge of corporate governance, and the Group's Governance and General Advisory Board.	**Article 28. Effectiveness** **1.** These Operating Regulations of the Board of Directors of Vietnam Rubber Group – Joint Stock Company serve as the legal basis for the organization and operation of the Board of Directors, members of the Board of Directors, the Person in charge of corporate governance, and the Group's Governance and General Advisory Board.	Adjust as appropriate

The current Operating Regulations of the Group's Board of Directors (issued on November 05, 2025)	Proposed amendments and supplements	Note
2. These Operating Regulations of the Board of Directors of Vietnam Rubber Group – Joint Stock Company, after being amended and supplemented, consist of 07 Chapters and 30 Articles, were unanimously approved by the Extraordinary General Meeting of Shareholders in 2025 on November 05, 2025, and take effect from the date of signing. **3.** The Operating Regulations of the Board of Directors approved by the General Meeting of Shareholders on June 17, 2024, shall cease to be effective from the date these amended and supplemented Operating Regulations of the Board of Directors take effect. **4.** The Board of Directors, the Board of Supervisors, the Board of General Directors, Heads of the Group's professional departments, leaders of member units, and relevant organizations and individuals are responsible for implementing these Regulations.	**2.** These Operating Regulations of the Board of Directors of Vietnam Rubber Group – Joint Stock Company, after being amended and supplemented, consist of 07 Chapters and 28 Articles, which were unanimously approved by the 2026 Annual General Meeting of Shareholders on June …, 2026 and shall take effect from the date of signing. **3.** The Operating Regulations of the Board of Directors approved by the General Meeting of Shareholders on November 05, 2025, shall expire on the effective date of these amended and supplemented Operating Regulations of the Board of Directors. **4.** The Board of Directors, the Board of Supervisors, the Board of General Directors, Heads of the Group's professional departments, leaders of member units, and relevant organizations and individuals are responsible for implementing these Regulations.	

VIETNAM RUBBER GROUP – JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, June 15, 2026

REGULATIONS
ON THE OPERATION OF THE BOARD OF DIRECTORS
VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; the Law on amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025, and guiding documents for implementation;

Pursuant to the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 dated June 14, 2025;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, on amending and supplementing a number of articles of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax, and the Law on Enforcement of Civil Judgments;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-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 Organization and Operation of Vietnam Rubber Group - Joint Stock Company;

Pursuant to Resolution No. ……/NQ-ĐHĐCĐCSVN dated June ..., 2026 of the 2026 Annual General Meeting of Shareholders approving the amendment and supplementation of the Operating Regulations of the Board of Directors of Vietnam Rubber Group - Joint Stock Company;

The Operating Regulations of the Board of Directors of Vietnam Rubber Group - Joint Stock Company include the following contents:

Chapter I
GENERAL PROVISIONS

Article 1. Scope of adjustment and subjects of application

1. Scope of adjustment: These Regulations provide for the organizational structure and operation of the Board of Directors of Vietnam Rubber Group - Joint Stock Company (the Group), and define the duties, powers, assignment, decentralization, working procedures, and working relationships of the Board of Directors to perform the functions, duties, and powers of the Board of Directors in accordance with the Law on Enterprises, the Charter of Organization and Operation of the Group (the Group's Charter), and other relevant provisions of the Law.

2. Subjects of application: These Regulations apply to the Board of Directors and members of the Board of Directors.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on a collective basis. Members of the Board of Directors are personally responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and before the Law for the resolutions, decisions, and documents of the Group's Board of Directors.

2. The Board of Directors assigns the General Director the responsibility of organizing and directing the implementation of the resolutions and decisions of the Board of Directors.

Article 3. Interpretation of terms

The words and terms used in these Regulations shall be understood as defined in the Group's Charter and the Group's Internal Regulations on Corporate Governance.

Chapter II
MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. The Board of Directors is the management body of the Group, supervising and directing all business activities and affairs of the Group, and has full authority on behalf of the Group to decide and perform the rights and obligations of the Group, except for matters under the authority of the General Meeting of Shareholders.

2. Members of the Board of Directors have the following rights and obligations:

a) Perform their duties honestly and prudently for the best interests of the shareholders and the Group;

b) Attend all meetings of the Board of Directors and provide opinions on issues brought up for discussion;

c) Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Group, subsidiaries, and other companies over which the Group holds control of 50% or more of the charter capital with members of the Board of Directors and their related persons; transactions between the Group and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 (three) years immediately preceding the transaction date;

e) Perform information disclosure when trading the Group's shares in accordance with the law;

3. The Independent Member of the Board of Directors of the Group must prepare an assessment report on the activities of the Board of Directors.

Article 5. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Group to provide information and documents regarding the financial situation and business activities of the Group and its member units.

2. Managers are required to provide information and documents promptly, fully, and accurately upon the request of members of the Board of Directors. The sequence and procedures for requesting and providing information shall be stipulated by the Group's Charter.

Article 6. Term and number of members of the Board of Directors

1. The number of members of the Board of Directors shall be decided by the General Meeting of Shareholders, with a minimum of three (03) and a maximum of nine (09) members; the number and structure of the Board of Directors for each term shall be implemented in accordance with the Group Charter. The structure of the Board of Directors must ensure a balance between executive members and non-executive members; at least one-third (1/3) of the total number of members of the Board of Directors must be non-executive members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. The determination of the number, standards, conditions, and term of office of independent members of the Board of Directors shall be implemented in accordance with the Group Charter and current legal regulations.

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Group Charter.

4. Members of the Board of Directors are not required to be shareholders of the Group.

Article 7. Standards and conditions for members of the Board of Directors

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

a) Have full civil act capacity, and not be among the subjects prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises and Points a, b, Clause 6, Article 1 of the Law amending and supplementing a number of articles of the Law on Enterprises (Law No. 76/2025/QH15 dated June 17, 2025);

b) Have a university degree or higher, have management and business capabilities, and have practical experience in business administration or in the fields, industries, or trades in which the Group operates;

c) A member of the Group's Board of Directors may only simultaneously serve as a member of the Board of Directors or Board of Members at a maximum of 05 other companies;

d) Members of the Board of Directors must not be family members of the General Director and other managers of the Group; of the Group's managers, or of persons with the authority to appoint managers of the Parent Company;

e) Has never been dismissed from the position of Chairperson of the Members' Council, member of the Members' Council, or Chairperson, Director, Deputy Director, or General Director, Deputy General Director of a State-owned enterprise;

f) Possesses good health, moral character, honesty, integrity, understanding, and awareness of legal compliance.

2. An Independent Member of the Board of Directors is a member of the Board of Directors who meets the conditions prescribed in Clause 2, Article 155 of the Law on Enterprises and meets the following conditions:

a) Is not a person currently working for the Group or its subsidiaries; is not a person who has worked for the Group or its subsidiaries for at least the 03 (three) consecutive years immediately preceding;

b) Is not a person currently receiving salary or remuneration from the Group, 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 older sibling, biological younger sibling is a major shareholder of the Group, or a manager of the Group or its subsidiaries;

d) Is not a person directly or indirectly owning at least 01% (one percent) of the total voting shares of the Group;

e) Is not a person who has served as a member of the Board of Directors or the Board of Supervisors of the Group for at least the 05 (five) consecutive years immediately preceding, except in cases of being appointed for 02 (two) consecutive terms.

3. The Independent Member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an Independent Member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must announce the case where an Independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement Independent Member of the Board of Directors within 06 (six) months from the date of receiving the notification from the relevant Independent Member of the Board of Directors.

Article 8. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

- The Chairperson of the Board of Directors is the Legal Representative of the Group.

- The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Group.

2. The Chairperson of the Board of Directors has the following rights and obligations:

a) Develop the work programs and plans of the Board of Directors;

b) Prepare or organize the preparation of the program, content, and documents for meetings; convene and chair meetings of the Board of Directors;

c) Organize the approval of resolutions and decisions of the Board of Directors;

d) Organize the monitoring and supervision of the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; have the right to act on behalf of the Board of Directors to suspend decisions of the Group's General Director that are contrary to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

e) Chair the General Meeting of Shareholders;

f) Organize the supervision, and directly supervise and evaluate the implementation results of strategic objectives, the Group's operational results, and the management and administration results of the Group's General Director;

g) Sign and issue internal regulations on corporate governance of the Group and operating regulations of the Board of Directors after being approved by the General Meeting of Shareholders;

h) Other rights as prescribed by this Charter, in accordance with the decentralization and authorization of the Board of Directors and applicable laws;

3. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they shall authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors. In case no one is authorized, the remaining members shall elect one among them to temporarily act as the Chairperson of the Board of Directors based on the principle that the majority of the remaining members approve, until a new decision is made by the Board of Directors.

4. In case the Chairperson of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of the decision on removal or the Board of Directors' acceptance of the resignation.

5. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the audited annual financial statements and the Group's operational reports… to shareholders at the General Meeting of Shareholders.

6. The Board of Directors shall appoint at least 01 person to perform the duties of the Person in charge of corporate governance to support the Group's governance activities to be conducted effectively. The term of office of the Person in charge of corporate governance shall not exceed five (05) years. The Person in charge of corporate governance must be knowledgeable about the law and shall not concurrently work for an independent auditing firm currently auditing the Group's financial statements. The Board of Directors may remove the Person in charge of corporate governance when necessary, provided it does not violate current labor laws. The Person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Group and shareholders;

b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for drafting resolutions and decisions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Controllers;

g) Monitor and report to the Board of Directors on the Group's information disclosure activities;

h) Maintain confidentiality of information in accordance with the provisions of the law and this Charter;

i) Act as the contact point with relevant stakeholders;

j) Other rights and obligations as prescribed by law.

Article 9. Dismissal, removal, replacement, and supplementation of members of the Board of Directors

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

a) Does not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b) Has submitted a resignation letter and it has been accepted;

c) Other cases as prescribed in the Group's Charter.

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

a) Does not participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;

b) Other cases as prescribed in the Group's Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Group's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as stipulated in the Group Charter;

c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 10. Procedures for election, dismissal, and removal of members of the Board of Directors

1. A shareholder or a group of shareholders holding 10% or more of the total common shares has the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors is implemented as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism stipulated by the Group in the Internal Regulations on Corporate Governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. The voting for members of the Board of Directors 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, and shareholders have the right to aggregate all or part of their total voting rights for one or several candidates. The elected members of the Board of Directors are determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Group's Charter is reached. In case there are 02 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes, or selection shall be made based on the criteria of the election regulations or the Group's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting.

Article 11. Notification of election, dismissal, and removal of members of the Board of Directors

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

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

b) Professional qualifications;

c) Work history;

d) Other management positions (including positions on the Board of Directors of other companies);

e) Interests related to the Group and the Group's related parties;

f) Other information (if any) as prescribed in the Group's Charter.

g) The Group shall be responsible for disclosing information regarding the companies where the candidate currently holds the position of member of the Board of Directors, other management titles, and any interests related to the Group held by the candidate for the Board of Directors (if any).

2. The announcement of the results of the election, dismissal, or removal of members of the Board of Directors must be disclosed in accordance with the provisions of the Law.

Chapter III
BOARD OF DIRECTORS

Article 12. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Group, having full authority to act on behalf of the Group to decide and exercise the rights and obligations of the Group, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated in Article 27 of the Group Charter.

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Group Charter. Each member of the Board of Directors has one vote.

4. In case a resolution passed by the Board of Directors is contrary to the provisions of the Law or the Group Charter, causing damage to the Group, the members who voted in favor of passing that resolution shall be jointly and severally personally liable for that resolution and must compensate the Group for the damage; members who opposed the passing of the aforementioned resolution shall be exempted from liability. In this case, shareholders of the Group have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

Article 13. Adoption of Resolutions and Decisions of the Board of Directors

1. Resolutions and decisions of the Board of Directors are mandatory for the entire Group to implement. Resolutions, decisions of the Board of Directors, and documents of the Board of Directors shall be numbered and archived in accordance with current administrative management regulations. In the event that the opinion of the General Director differs from the resolution or decision of the Board of Directors, the General Director has the right to reserve their opinion and petition the General Meeting of Shareholders and competent authorities for resolution; during the time pending a decision from the competent authority, the General Director must still comply with the resolution or decision of the Board of Directors.

2. Voting rights of members of the Board of Directors at meetings

a) Except as provided at point b, clause 2 of this Article, each member of the Board of Directors or their authorized representative directly present in person at a meeting of the Board of Directors has 01 (one) vote;

b) Members of the Board of Directors may not vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Group. Members of the Board of Directors shall not be counted in the minimum quorum of members required to hold a meeting of the Board of Directors regarding decisions on which they do not have the right to vote;

c) When an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the Chairperson shall be final, unless the nature or scope of the relevant interest of the member of the Board of Directors has not been fully disclosed;

d) 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 Group and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of such contract or transaction. In the event that a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Group, this member of the Board of

Directors must disclose the relevant interests at the first meeting of the Board of Directors held after the member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

3. Adoption of resolutions and decisions of the Board of Directors:

The form of adopting resolutions and decisions of the Board of Directors shall be one of two ways: voting at a meeting or soliciting written opinions in cases where a meeting cannot be held.

a) A resolution or decision of the Board of Directors is adopted if it is approved by a majority of the members of the Board of Directors (over 50%) with the right to participate in voting who are present at the meeting, including written votes and proxy votes. In the event of a tie, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors or the member of the Board of Directors authorized by the Chairperson of the Board of Directors to chair the meeting (in the event the Chairperson of the Board of Directors is absent);

b) Members not directly present at the meeting have the right to vote via written ballot. The voting ballot must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than 01 (one) hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees. A valid written voting ballot has the same value as the vote of those directly present at the meeting;

c) Resolutions and decisions adopted during an online meeting organized and conducted in accordance with the provisions of clause 8, Article 16 of these Regulations must be reaffirmed regarding the contents adopted by the signatures in the meeting minutes of all members of the Board of Directors attending this meeting;

d) A resolution or decision adopted via written opinion solicitation is based on the approval of a majority of the members of the Board of Directors with the right to vote. This resolution has the same effect and validity as a resolution adopted at a meeting.

4. Validity of resolutions and decisions of the Board of Directors:

Resolutions and decisions of the Board of Directors take effect from the date of adoption or from the effective date clearly stated in such resolution or decision.

5. Decisions and directives of the Board of Directors must be adopted at a meeting of the Board of Directors or by soliciting written opinions:

a) Contents that must be adopted at the General Meeting of Shareholders as decided by the Group's Charter.

b) Contents regarding plans, investment, and business:

- Approve the strategy, medium-term development plan, and annual business plan of the Group and the Parent Company - Group to submit to the Capital Owner;

- Determine the operating objectives of the Group based on the strategic objectives approved by the General Meeting of Shareholders;

- Resolve complaints of the Group against business executives as well as decide on the selection of the Group's representative to resolve issues related to legal procedures against such executives;

- Decide on the repurchase of shares in accordance with the provisions of the Group's Charter;

- Decide on investment plans and projects, and approve the finalization of investment projects within the authority of the Board of Directors and within the limits prescribed by law;

- Approve the policy for investment affiliation and investment cooperation between the Group or its member units and other units; important solutions for market development, marketing, and technology;

- Approve investments not included in the business plan and budget that exceed 10% (ten percent) of the value of the annual business plan and budget;

- Approve or agree on the maximum investment cost for new planting and maintenance of Capital Construction rubber plantations;

- Approve or agree on the annual plans of member units based on the general plan of the Group;

- Approve the annual regular procurement plan of the Parent Company - Group.

c) Contents regarding the liquidation of rubber plantations and handover of land to local authorities:

- Policy and annual rubber liquidation plan for replanting - replanting of the Group;

- Policy and decision on the liquidation of rubber plantations (Capital Construction, exploitation) due to causes such as natural disasters (drought, rain, wind, storms, fire); or poor efficiency;

- Agree on the policy for land recovery according to the Notice/Decision of the competent People's Committee; policy for voluntary return of land to local authorities; policy for handover of land to local authorities in accordance with land law regulations;

- Agree on the policy for liquidation of rubber trees and liquidation of fixed assets in accordance with regulations.

d) Contents regarding restructuring and arranging the scale of units:

- Policy on implementing restructuring, divestment, capital contribution to member units, subsidiaries, other units, and share repurchases;

- Policy on adjusting the charter capital structure at the Parent Company - Group and member units;

- Policy on arranging the organizational structure and operating model at member units where the Group participates in capital contribution and maintains control.

e) Contents regarding finance:

- Approve purchase, sale, loan, lending, and other contracts; decide on loan guarantees and lending to member companies of the Group in accordance with the law and the Group's Charter; in the case of contracts or transactions with related parties, comply with the provisions of Article 39 of the Group's Charter;

- Decide on asset disposal plans in accordance with the law and the Group's Charter;

- Approve financial statements of member units that are 100% owned by the Group in accordance with regulations;

- Review and approve the policy on handling outstanding debts and bad debts;

- Decide on the approval of the capital advance plan of the Parent Company - Group for investment in other enterprises when the capital construction plan has not been approved;

- Borrowing by the Parent Company - Group; Approval of purchase, sale, loan, lending, and other contracts under the authority of the Board of Directors; approval of the Group's compensation; implementation of mortgages and loan guarantees for member units (in specific cases);

- Approve financial matters during corporate restructuring, such as divestment and equitization at the Parent Company - Group and its member units;

- Mechanism for using financial resources for asset investment at the Parent Company - Group;

- Propose annual dividend rates; decide on the timeline and procedures for dividend payment.

f) Organizational matters:

- Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts with, terminate contracts with, and decide on the salary levels for the General Director, Deputy General Directors, Chief Accountant, and other managers of the Group;

- Approve for the General Director to decide on the appointment, re-appointment, resignation, dismissal, transfer, rotation, commendation, discipline, termination of employment, and retirement of Heads of Departments, Chief of Office, and Heads of units dependent on the Group;

- Report to the General Meeting of Shareholders regarding the Board of Directors' appointment of the Group's General Director;

- Appoint the Group's capital contribution representative and appoint authorized representatives to participate in the Board of Directors/Board of Members, Board of

Supervisors/Supervisors at other enterprises; decide on the salary, benefits, and obligations of such persons;

- Decide on the organizational structure of the Group; decide on the establishment of subsidiaries, branches, and representative offices of the Group, and the contribution of capital or purchase of shares in other enterprises;

- Documents regulating labor staffing, salary scale construction, and salary payment for Vietnamese managers and employees at rubber companies in Cambodia and Laos under the authority of the Board of Directors;

- Organize internal audit activities and decide on the establishment of the Group's internal audit unit (if any);

- Decide on the approval of the official seal, type, quantity, form, and content of the Group's seal.

g) Directorial and other policy matters:

- Direct the use of investment capital by the Group's member units;

- Policy direction on enhancing land use efficiency and rubber plantation productivity, and other matters within the authority and responsibility of the Board of Directors;

- Approve technical processing procedures, techno-economic norms, product quality standards; and other production processes of the Group;

- Approve the results of performance evaluation and enterprise classification, and evaluate the annual performance results of the Group's capital representatives and enterprise managers at member units of the Vietnam Rubber Group;

- Policy on the sale or liquidation of assets that have not been fully depreciated, and the reorganization or bankruptcy of companies;

- Policy on intensive tapping of rubber plantations that have not yet completed their business exploitation cycle;

- Policy on the sale of latex exploitation rights on intensively tapped plantations at member units.

h) governance within the Group under the authority of the Board of Directors; decide on the issuance of the Group's Information Disclosure Regulation in accordance with the Group's Charter.

6. Recurring matters decided by the Chairperson of the Board of Directors or full-time members of the Board of Directors in accordance with the Group's internal management regulations, processes, and provisions, including:

- Decisions on supplementing business lines for member units;

- Decisions or agreements for officials (under the management authority of the Board of Directors) to go on business trips or travel abroad;

- Decisions or agreements on selecting independent audit firms to audit the financial statements of member units;

- Decisions on approving estimates and contractor selection plans for projects already approved by the Board of Directors;

- Decisions on approving internal inspection and audit plans of the Vietnam Rubber Group;

- Agree on contents as prescribed for the Group's capital representatives to vote at the annual/extraordinary General Meeting of Shareholders of the unit;

- Decisions on establishing Councils, Steering Committees, and organizations under the authority of the Board of Directors;

- Decisions or documents on mobilizing management funds and other funds for the Group from member units;

- Reports submitted to the Government and regulatory agencies regarding the Group's production and business situation, or official dispatches requesting mechanisms or resolution of matters within the authority and responsibility of the Board of Directors;

- Direct the implementation of conclusions from State regulatory agencies to ensure that all activities of the entire Group strictly comply with the provisions of the law;

- Issue documents to implement legal policies, direct the management and use of state capital and assets at enterprises, and restructure enterprises under the authority and responsibility of the Board of Directors;

- Documents directing the Board of Management and other managers in the Group's production and business activities;

- Decisions and directives signed and issued by the Chairperson of the Board of Directors or full-time members of the Board of Directors must be summarized and reported back at the next Board of Directors meeting; members of the Board of Directors have the right to provide opinions if they deem them inappropriate.

When performing their functions and duties, the Board of Directors shall strictly comply with the provisions of the Group's Charter, the Law on Enterprises, and relevant legal regulations. Members of the Board of Directors are jointly responsible to the Owner and before the law for decisions of the Board of Directors that cause damage to the Group and the owner; members who oppose the approval of the aforementioned decision shall be exempted from liability.

Article 14. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors approves contracts and transactions valued at less than 35% (thirty-five percent) of the total enterprise asset value recorded in the most recent financial statements between the Group and one of the following entities:

a) Shareholders, authorized representatives of shareholders owning over ten percent (10%) of the total common shares of the Group, and their related persons;

b) Members of the Board of Directors, the General Director, and their related persons;

c) Enterprises where members of the Board of Directors, Supervisors, Directors or General Directors, and other managers of the company must make declarations in accordance with Clause 2, Article 164 of the Law on Enterprises.

2. The Group's representative signing the contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors of the related parties involved in such 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 (fifteen) days from the date of receiving the notice, unless the Group's Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

Article 15. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders

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

a) The Board of Directors deems it necessary for the interests of the Group;

b) Audited quarterly, six (06)-month, or annual financial statements reflect that the owner's equity has lost half (1/2) compared to the beginning of the period;

c) The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number of members prescribed by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the number of members prescribed in this Charter;

d) At the request of shareholders or a group of shareholders as prescribed in Clause 3, Article 13 of the Group's Charter.

The request to convene a General Meeting of Shareholders must clearly state the reason and purpose of the meeting, and have sufficient signatures of the related shareholders, or the request document may be made in multiple copies, in which each copy must have the signature of at least one related shareholder;

e) The Board of Supervisors requests to convene a meeting in writing if the Board of Supervisors finds that members of the Board of Directors or managers have seriously violated their duties and responsibilities under Article 165 of the Law on Enterprises, or the Board of Directors is acting or intends to act beyond its authority;

f) Other cases as prescribed by law and the Group's Charter.

2. Convening an extraordinary General Meeting of Shareholders:

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

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend the meeting;

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

c) Prepare the agenda and contents of the meeting;

d) Prepare documents for the meeting;

e) Draft the resolution of the General Meeting of Shareholders according to the expected contents of the meeting; provide a list and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;

f) Determine the time and location of the meeting;

g) Send meeting invitations to each shareholder eligible to attend the meeting in accordance with the Law on Enterprises.

h) Other tasks serving the meeting.

Article 16. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 03 (three) people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when the majority of members attend and vote to approve it at the subcommittee meeting.

2. The implementation of resolutions and decisions of the Board of Directors, or of subcommittees under the Board of Directors, must be in accordance with current applicable laws and the provisions of the Group's Charter and the Group's Internal Regulations on Corporate Governance.

Chapter IV
BOARD OF DIRECTORS MEETING

Article 17. Board of Directors Meetings

1. The first meeting of the Board of Directors to elect the Chairperson of the Board of Directors and make other decisions must be held within 07 (seven) working days from the date of completion of the election of that Board of Directors. The member with the highest number of votes or the highest percentage of votes shall convene and chair the first meeting of the Board of Directors. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect 01 (one) person among them by majority rule to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least 01 (one) time per quarter and may hold extraordinary meetings. The Board of Directors meeting shall be conducted at the Group's headquarters or at another location in Vietnam as decided by the Chairperson of the Board of Directors and agreed upon by the Board of Directors.

3. The Chairperson of the Board of Directors must convene periodic and extraordinary meetings of the Board of Directors, and prepare the agenda, time, and location of the meeting at least 05 (five) working days before the meeting date. The Chairperson may convene a meeting when deemed necessary, but must meet at least 01 (one) time per quarter.

4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors, and shall not delay without justifiable reasons, when one of the following subjects requests in writing, clearly stating the purpose of the meeting and the issues to be discussed:

a) The Board of Supervisors;

b) The General Director or at least 05 (five) other managers;

c) Independent member of the Board of Directors;

d) At least 02 (two) executive members of the Board of Directors;

e) Other cases as stipulated by the Group's Charter.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request specified in Clause 4 of this Article. In case the Chairperson does not convene the meeting of the Board of Directors as requested, the Chairperson shall be responsible for any damages incurred to the Group; the requester has the right to replace the Board of Directors in convening the meeting of the Board of Directors.

6. The notice of the Board of Directors meeting must be sent to members of the Board of Directors and Supervisors at least 05 (five) working days before the meeting date. A member of the Board of Directors may decline the meeting notice in writing; this refusal may be changed or canceled in writing by that member of the Board of Directors. The notice of the Board of Directors meeting must be made in writing in Vietnamese and must fully notify the time, location, agenda, content of issues to be discussed, accompanied by necessary documents regarding the issues to be discussed and voted on at the meeting, and the member's voting ballot.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure it reaches the contact address of each member of the Board of Directors and Supervisor registered at the Group.

7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the Supervisors in the same manner as to the 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. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by the majority of the members of the Board of Directors.

In case the meeting convened according to this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 (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. The meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

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

b) Speak to all other participating members simultaneously. Discussion between members can be carried out directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized according to this provision is the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Resolutions and decisions passed in an online meeting organized and conducted properly shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the meeting minutes of all members of the Board of Directors participating in this meeting.

10. A member of the Board of Directors may send a voting ballot to the meeting via mail, fax, or email. In case of sending the voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 (one) hour before the opening. The voting ballot shall only be opened in the presence of all meeting attendees.

11. Voting:

a) Except as provided in Point b, Clause 11 of this Article, each member of the Board of Directors or authorized person present in person at the Board of Directors meeting has 01 (one) vote;

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and such interest conflicts or may conflict with the interests of the Group. A member of the Board of Directors shall not be counted in the minimum quorum of members present to hold a Board of Directors meeting regarding decisions for which that member does not have the right to vote;

c) When an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the Chairperson shall be final, except in cases where the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;

12. 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 Group and knows that they have an interest therein has the responsibility to disclose this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Group, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

13. The Board of Directors passes decisions and issues resolutions based on the approval of the majority of the members of the Board of Directors attending the meeting. In case the number of affirmative and opposing votes is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

14. A resolution in the form of written opinion solicitation is passed 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 passed at a meeting.

15. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted in the meeting unless there is an objection to the content of the minutes within 10 (ten) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairperson and the minute-taker.

16. In case there is a request from an independent audit firm performing the audit of the Group's financial statements, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Group's situation.

Article 18. Minutes of the Board of Directors Meeting

1. 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, including the following key contents:

a) Name, address of the head office, enterprise identification number;

b) Time and location of the meeting;

c) Purpose, agenda, and content of the meeting;

d) Full names of each member attending the meeting or the authorized representative, and the method of attendance; full names of members not attending and the reasons;

đ) Issues discussed and voted upon at the meeting;

e) Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;

g) Voting results, clearly stating members who voted in favor, against, and those who abstained;

h) Issues passed and the corresponding voting ratio;

i) Full name and signature of the chairperson and the minutes taker, except in cases specified in Clause 2 of this Article.

2. In cases where the chairperson or the minutes taker refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article.

3. The chairperson, the minutes taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. The minutes of the Board of Directors' meetings and documents used in the meetings must be kept at the Group's headquarters.

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

Article 19. Authority and procedures for collecting opinions of Board of Directors members in writing

1. The Chairperson of the Board of Directors shall decide on soliciting written opinions from members of the Board of Directors instead of convening a meeting to pass issues under the authority of the Board of Directors.

2. At the request of the Chairperson of the Board of Directors, the Secretary of the Board of Directors shall prepare the opinion ballot and necessary documents related to the content for which opinions are sought. The opinion ballot and accompanying documents must be delivered by hand, via email, or by a secure method to the contact address of each member of the Board of Directors.

3. The opinion ballot must contain the following primary contents:

- Full name and contact address of the member of the Board of Directors.

- Purpose of soliciting opinions.

- Issue requiring an opinion.

- Voting options, including: in favor, against, and abstention.

- Deadline for returning the completed opinion ballot.

- Full name, signature of the Chairperson of the Board of Directors, and the seal of the Group.

4. Members of the Board of Directors must select and may only select one voting option on the opinion ballot.

5. The completed opinion ballot must bear the signature of the member of the Board of Directors and be sent to the Secretary of the Board of Directors within the deadline specified on the ballot; if the deadline passes without the ballot being returned, it shall be considered a vote in favor. In case it is impossible to return the ballot in time, the member of the Board of Directors may provide their opinion in advance via email or text message sent to the Secretary of the Board of Directors.

6. The Secretary of the Board of Directors shall count the votes and prepare a Vote Counting Minutes under the supervision of at least 01 (one) member of the Board of Directors or 01 (one) Supervisor. The Vote Counting Minutes must contain the following primary contents:

- Purpose and issues for which opinions were sought.

- Total number of ballots sent, total number of ballots received, number of valid votes, and number of invalid votes. The minutes must include an appendix listing the members of the Board of Directors who participated in the voting.

- Total number of votes in favor, against, and abstentions for each issue for which an opinion was sought.

- Full names and signatures of the person in charge of counting votes and the supervisor.

7. The Secretary of the Board of Directors who participates in soliciting written opinions from members of the Board of Directors and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Minutes; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

8. The Vote Counting Minutes, along with the resolution or decision of the

Board of Directors passed based on the vote counting results, must be sent to members of the Board of Directors within 15 (fifteen) days from the date the vote counting concludes.

The completed opinion ballots, the Vote Counting Minutes, the full text of the passed resolution or decision, and related documents sent with the opinion ballot must all be kept by the Secretary of the Board of Directors at the Group's head office.

Chapter V
REPORTING AND PUBLICATION OF BENEFITS

Article 20. Annual report submission

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

a) Report on the Group's business results;

b) The Group's financial statements audited by an independent auditor;

c) Report evaluating the management and administration of the Group by the General Director;

d) Appraisal report of the Board of Supervisors.

2. The reports stipulated in Points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 20 (twenty) days before the opening date of the annual General Meeting of Shareholders, unless the Group's Charter provides otherwise.

3. The reports stipulated in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Group's head office at least 10 (ten) days before the opening date of the annual General Meeting of Shareholders, unless the Group's Charter stipulates a longer period. Shareholders who have continuously held shares of the Group for at least 01 (one) year have the right to personally or together with a lawyer, accountant, or auditor holding a practicing certificate, directly review the reports stipulated in this Article.

Article 21. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Group has the right to pay remuneration to Managers based on business results and performance.

2. Remuneration, salaries, and other benefits of members of the Board of Directors and the General Director shall be paid according to the following regulations:

a) Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the month in which the member of the Board of Directors completes their duties. The Board of Directors shall estimate the remuneration level for each member based on the principle of consensus. The total remuneration and bonus for members of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting based on the proposal of the Board of Directors.

b) Members of the Board of Directors have the right to be reimbursed for expenses for food, accommodation, travel, and other reasonable expenses they incur while performing assigned duties;

c) The General Director is paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors;

3. Remuneration of members of the Board of Directors, salaries of full-time members of the Board of Directors, and salaries of the General Director and other managers shall be included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors may be covered by liability insurance purchased by the Group after approval by the General Meeting of Shareholders. This insurance does not include insurance for liabilities of members of the Board of Directors related to violations of the law and the Group's Charter.

Article 22. Disclosure of related interests

In case the Group's Charter does not have stricter regulations, the disclosure of interests and related persons of the Group shall be implemented according to the following regulations:

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

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of owning such capital contributions or shares;

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

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

3. Members of the Board of Directors who, in their own name or on behalf of others, perform work in any form within the scope of the Group's business must explain the nature and content of that work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if they perform it without declaring or without the approval of the

Board of Directors, all income derived from such activities shall belong to the Group.

Chapter VI
WORKING RELATIONSHIP AND WORKING CONDITIONS OF THE BOARD OF DIRECTORS

Article 23. Relationship with the Board of Management

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned as the primary person responsible must proactively coordinate the handling if there are issues related to areas under the charge of other members of the Board of Directors. In cases where there are differing opinions among members of the Board of Directors, the member primarily responsible shall report to the Chairperson of the Board of Directors for consideration and decision within their authority, or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the Group's Charter, and these Regulations.

3. In the event of a reassignment of duties among members of the Board of Directors, the members of the Board of Directors must hand over relevant work, records, and documents. This handover must be documented in writing and reported to the Chairperson of the Board of Directors.

Article 24. Relationship with the Board of Management

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

Article 25. Relationship with the Board of Supervisors or Audit Committee

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence. The Board of Directors is responsible for cooperating closely and creating all favorable conditions for the Controllers in the process of performing their duties and powers.

2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing, as well as supervising the timely rectification and handling of violations in accordance with the Board of Supervisors's recommendations.

Article 26. Assisting apparatus of the Board of Directors

1. Person in charge of the Group's corporate governance:

The Board of Directors shall appoint at least 01 (one) person to perform the duties of the Person in charge of corporate governance to support the effective conduct of the Group's governance activities. The term of office of the Person in charge of corporate governance shall not exceed 05 (five) years. The standards, conditions, rights, and obligations of the Person in charge of corporate governance are stipulated in Clause 6, Article 28 of the Group Charter.

2. Governance and General Advisory Board:

The Governance and General Advisory Board is established by decision of the Board of Directors; in which the Person in charge of the Group's corporate governance serves as the Head of the Board. The Head of the Governance and General Advisory Board shall perform or may assign 01 (one) member of the Board to perform the duties of the Secretary of the Board of Directors. The functions, tasks, powers, and organizational structure of the Governance and General Advisory Board are stipulated in the decision of the Board of Directors.

3. Secretary of the Board of Directors:

The functions and tasks of the Secretary of the Board of Directors are stipulated as follows:

a) Assist the Chairman of the Board of Directors. Act as a bridge between the Chairman of the Board of Directors and members of the Board of Directors, the General Director, Controllers, Chief Accountant, Heads of professional departments, Heads of member units, other managers, agencies inside and outside the Group, etc.

b) Notify the Group Office to prepare the venue, facilities, and equipment for meetings of the Board of Directors;

c) Prepare ballots and necessary documents related to the content for seeking opinions from members of the Board of Directors;

d) Record meeting minutes, participate in vote counting, and prepare minutes of vote counting for seeking opinions from members of the Board of Directors;

e) Receive, draft, submit for signature, and circulate relevant documents of the Board of Directors;

f) Transfer files and documents of the Board of Directors to the Group's Archives department for storage;

g) Schedule weekly work for the Chairman of the Board of Directors and members of the Board of Directors to arrange coordination with relevant departments;

h) Participate in business trips with the Chairman of the Board of Directors or members of the Board of Directors if requested;

i) Perform other tasks assigned by the Board of Directors or the Head of the Governance and General Advisory Board.

4. Sub-committees under the Board of Directors

a) The establishment, organization, membership, authority, operating principles, and evaluation of performance results of the Sub-committees under the Board of Directors are carried out in accordance with Article 15 of these Regulations, Article 20 of the Group's Internal Regulations on Corporate Governance, and the decision of the Board of Directors regarding their establishment.

b) The Board of Directors is responsible for evaluating the performance of subcommittees and their members to consider the fulfillment of tasks according to the set requirements.

5. In addition to the assisting apparatus mentioned in Clauses 1, 2, 3, and 4 of this Article, the Board of Directors may have assistants, specialists, utilize the executive apparatus, the Group's assisting apparatus, or use professional consulting services (if necessary) to exercise the rights and duties of the Board of Directors.

Chapter VII
IMPLEMENTATION PROVISIONS

Article 27. Amendment and supplementation of Regulations

1. Any amendment or supplementation to the Regulation on Operation of the Board of Directors shall be decided by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company in accordance with the Charter of the Group and the provisions of law.

2. Any legal provisions relating to the organization and operation of the Board of Directors which are not provided for in this Regulation, or any newly issued legal provisions that differ from the specific contents of this Regulation, shall automatically apply immediately upon taking effect and be implemented in accordance with the applicable laws.

Article 28. Effectiveness

1. Vietnam Rubber Group – Joint Stock Company serve as the legal basis for the organization and operation of the Board of Directors, members of the Board of Directors, the Person in charge of corporate governance, and the Group's Governance and General Advisory Board.

2. These Operating Regulations of the Board of Directors of Vietnam Rubber Group – Joint Stock Company, after being amended and supplemented, consist of 07 Chapters and 28 Articles, which were unanimously approved by the 2026 Annual General Meeting of Shareholders on June …, 2026 and shall take effect from the date of signing.

3. The Operating Regulations of the Board of Directors approved by the General Meeting of Shareholders on November 05, 2025, shall expire on the effective date of these amended and supplemented Operating Regulations of the

Board of Directors.

4. The Board of Directors, the Board of Supervisors, the Board of General Directors, Heads of the Group's professional departments, leaders of member units, and relevant organizations and individuals are responsible for implementing these Regulations./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN