**DRG: Annual Corporate Governance 2023**

On January 26, 2024, DakLak Rubber Joint Stock Company announced Report No. 01/BC-HDQT on corporate governance in 2023 as follows:

* Name of Company: DakLak Rubber Joint Stock Company
* Head office address: 30 Nguyen Chi Thanh, Tan An Ward, Buon Ma Thuot City
* Tel: (0262)3865015; Fax:(0262)3865041; Email: caosu@dakruco.com
* Charter capital: VND 1,558,000,000,000
* Securities code: DRG
* Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and General Manager
* Internal audit function: Unimplemented

Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance on information disclosure on securities market. DakLak Rubber Joint Stock Company would like to report on corporate governance in 2023 as follows:

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | No. 01/NQ-DHDCD | June 20, 2023 | Annual General Mandate |
| 2 | No. 02/NQ-DHDCD | November 24, 2023 | Extraordinary General Mandate |

1. The Board of Directors in 2023:
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Nguyen Viet Tuong | Chair of the Board of Directors (Legal Representative) | September 29, 2018 |  |
| 2 | Bui Quang Ninh | Member of the Board of Directors (Legal Representative) | September 29, 2018 |  |
| 3 | Nguyen Do | Executive member of the Board of Directors | September 29, 2018 |  |
| 4 | Nguyen Minh | Executive member of the Board of Directors | November 24, 2023 |  |
| 5 | Nguyen Tran Giang | Executive member of the Board of Directors | May 06, 2019 |  |
| 6 | Nguyen Van Cuc | Non-executive member of the Board of Directors | September 29, 2018 |  |
| 7 | Nguyen Van Nam | Independent member of the Board of Directors | May 06, 2019 | November 24, 2023 |
| 8 | Ta Quang Tong | Non-executive member of the Board of Directors | June 20, 2023 |  |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 01/NQ-HDQT | March 01 | Agree on capital loan policy in 2023 from Vietnam Joint Stock Commercial Bank for Industry and Trade - Dak Lak Branch to serve the Company’s production and business activities in 2023 (result of the Extraordinary Board Meeting on January 03, 2022) |
| 2 | No. 02/NQ-HDQT | January 06 | Approve the policy of increasing charter capital and purchasing additional shares of Thai Duong Rubber Joint Stock Company; the policy for Dakmoruco to supplement the salary fund in 2022 and Dakmoruco's production, business and investment plan for 2023; Daknoruco Rubber Joint Stock - Company’s production and business plan for 2023; Dakruco's sales plan for 2023 (opinions collected via a ballot) |
| 3 | No. 03/NQ-HDQT | January 12 | Approve the policy of investing in medium-low voltage lines and 560kVA - 22/0.4kV transformer stations in Dakmoruco; the policy of intercropping short-term crops in 2023 at CuMgar Farm Branch (opinions collected via a ballot) |
| 4 | No. 04/NQ-HDQT | February 24 | Approving the policy of 10% discount for each type of liquidated rubber tree compared to the reserve price approved by the Board of Directors in Article 1 of Resolution No. 23/NQ-HDQT dated December 14, 2022 (opinions collected via a ballot) |
| 5 | No. 05/NQ-HDQT | March 15 | Approve the contents for Dakruco's Capital Representative at DRI and Daknoruco to vote at the Board Meeting and the Annual General Meeting of Shareholders 2023; the introduction to join Daknoruco Rubber Joint Stock - Company’s Board of Directors and Supervisory Board for the 2019-2024 term (opinions collected via a ballot) |
| 6 | No. 06/NQ-HDQT | March 22 | Agree on the policy of assigning the Executive Board the right to sell liquidated rubber gardens in 2022, in the form of agreements with interested partners with the minimum selling price equal to the price approved by the Board of Directors in Resolution No. 04/NQ-HDQT dated February 24, 2023 (opinions collected via a ballot) |
| 7 | No. 07/NQ-HDQT | March 30 | Evaluate results of the plan implementation between 02 meeting sessions; the plan to organize the Annual General Meeting of Shareholders 2023 (according to results of the Board Meeting in Q1/2023 on March 30, 2022) Approving the following contents prepared for the Annual General Meeting of Shareholders 2022: Reports, production and business plans; audit company selection for Financial Statements; amendment policy of the Company's Charter to submit to the Annual General Meeting of Shareholders 2023 and a number of other important contents |
| 8 | No. 08/NQ-HDQT | April 21 | Approve the contents for Dakruco's Capital Representative at Dakrutech to vote at Dakrutech’s Board Meeting and Annual General Meeting of Shareholders 2023 and the policy of leasing land for short-term crops while waiting for rubber planting at CuMgar Farm Branch in 2024 (opinions collected via a ballot) |
| 9 | No. 09/NQ-HDQT | May 08 | Evaluate results of the plan implementation between 02 meeting sessions; agenda, expected Presidium, and Secretariat for the Annual General Meeting of Shareholders 2023 (according to results of the Board Meeting in Q1/2023 on May 08, 2022) Approve the following contents: Salary and remuneration plan for 2023, profit distribution in 2022, introduction of the Board of Directors’ additional independent members to the General Meeting of Shareholders 2023, and a number of other important contents |
| 10 | No. 10/NQ-HDQT | May 12 | Approve the policy of adjusting the total investment capital of the project at Elastic Thread Factory Branch and borrowing capital from Dak Lak Rubber Investment Joint Stock Company (opinions collected via a ballot) |
| 11 | No. 11/NQ-HDQT | June 05 | Agree the adjustment of Article 2 of Resolution No. 08/NQ-HDQT dated April 21, 2023 on the policy for short-term crop intercropping cooperation contract on an area of 248.91 hectares of liquidated rubber in 2023 and price reduction for each type of liquidated rubber trees compared to the reserve price approved by the Board of Directors in Article 1 of Resolution No. 04/NQ-HDQT dated February 24, 2023 (opinions collected via a ballot) |
| 12 | No. 12/NQ-HDQT | June 26 | Agree on the business results and profit distribution in 2023 of Dakmoruco and the audit company selection for Dakruco's Financial Statements 2023 (opinions collected via a ballot) |
| 13 | No. 13/NQ-HDQT | July 13 | Evaluate results of the plan implementation between 02 meeting sessions; Agree to appoint management staff of the Import-Export Sales Department of the Company and Dakruco Hotel Branch; Implement financial balance for the last 6 months of 2023; Implement a plan to liquidate bananas and jackfruit and plant durian trees on the jackfruit garden to be liquidated; and a number of other important contents (according to results of the Board Meeting in Q3/2023 on July 07, 2023) |
| 14 | No. 14/NQ-HDQT | August 18 | Agree Dakmoruco’s implementation of rubber replanting on an area of 03 hectares guided by new rubber variety testing of Vietnam Rubber Research Institute in 2023, to serve as a basis to prepare for rubber replanting cycle 2; Approve the policy of assigning the Company’s General Manager to sign a memorandum of understanding with FTI for business cooperation in the field of avocado growing (opinions collected via a ballot) |
| 15 | No. 15/NQ-HDQT | August 31 | Agree on the policy to continue borrowing capital amounting to amount VND 5 billion for 2023 from Agribank - North Dak Lak Branch in 2023 (opinions collected via a ballot) |
| 16 | No. 16/NQ-HDQT | September 14 | Agree on the policy of human resource management at Dakmoruco (opinions collected via a ballot)  |
| 17 | No. 17/NQ-HDQT | September 29 | Agree to extend the term of the following positions elected by the Board of Directors for the 2018-2023 term: Chair of the Board of Directors, General Manager, Deputy General Manager, Chief Accountant, and Person in charge of Company Governance until the organization of the Extraordinary General Meeting of Shareholders 2023 is implemented (opinions collected via a ballot) |
| 18 | No. 18/NQ-HDQT | October 09 | Evaluate results of the plan implementation between 02 meeting sessions; Approve contents and agendas to organize the Annual General Meeting of Shareholders 2023 on November 24, 2023; and a number of other important contents (according to results of the Board Meeting in Q4/2023 on October 09, 2023)  |
| 19 | No. 19/NQ-HDQT | October 25 | Agree with the Executive Board on the position of management staff at the Elastic Thread Factory Branch (opinions collected via a ballot) |
| 20 | No. 20/NQ-HDQT | November 22 | Agree with the Executive Board on the position of Chief Accountant at CuKpo Farm Branch, the policy of selling salvaged rubber trees after the State recovers them to develop projects for security and defense and socio-economic development and supports costs for Dakmoruco to develop local relations, and the adjustment of Dakmoruco's charter capital (opinions collected via a ballot)  |
| 21 | No. 21/NQ-HDQT | November 24 | Elect Chair of the Board of Directors; Decide to appoint the General Manager, Deputy General Manager, Chief Accountant, and Person in charge of Corporate Governance (according to results of the Board Meeting’s first session in the 2023-2028 term) |
| 22 | No. 22/NQ-HDQT | December 13 | Agree with the Board of Management on appointing the Company’s Deputy Head of Finance - Promotion Department and approve the contracting plan to take care of the durian garden and harvest durian products at Cu Bao Farm Branch (opinions collected via a ballot) |
| 23 | No. 23/NQ-HDQT | December 26 | Agree on profit prepayment Dakmoruco in 2023 and Dak Lak Rubber Investment Joint Stock Company’s production and business plan for 2024 (opinions collected via a ballot) |
| 24 | No. 25/NQ-HDQT | December 27 | Agree on the adjustment of profit prepayment figures at Dakmoruco in 2023 (opinions collected via a ballot) |

Note: Board Resolution No. 24/NQ-HDQT dated December 26, 2023 is extracted from Board Resolution No. 16-NQ/HDQT and Board Resolution No. 20-NQ/HDQT for Dakmoruco to carry out legal procedures in Cambodia.

1. The Supervisory Board in 2023:
2. Information about members of the Supervisory Board/Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thac Hoanh | Chief of the Supervisory Board | September 29, 2018 | Bachelor of Finance and Accounting |
| 2 | Phan Thanh Tan | Member | September 29, 2018 | Bachelor of Finance and Accounting |
| 3 | Nguyen Thi Mai Quyen | Member | June 27, 2022 | Master of Agronomy |

Note: The above positions continue to be appointed in term II (2023-2028) from November 24, 2023.

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Bui Quang Ninh | August 10, 1966 | Bachelor of Finance and Accounting | October 01, 2018 |  |
| 2 | Nguyen Do | March 02, 1966 | Horticulture EngineerBachelor of Business Administration | October 01, 2018 |  |
| 3 | Nguyen Minh | January 25, 1970 | Agricultural Engineer specializing in Crop Production | November 01, 2021 |  |

1. The Chief Accountant:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date | Dismissal date |
| Nguyen Tran Giang | April 16, 1981 | Master of Business AdministrationBachelor of Accounting | October 01, 2018 |  |

Note: The above positions continue to be appointed in term II (2023-2028) from November 24, 2023

1. Training on corporate governance:
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company and the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (specify date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 01 | Dak Lak Rubber Investment Joint Stock Company | Dakruco holds 66.6% of DRI's charter capital | 6001271719 | No. 59, Cao Thang Street, Tan An Ward, Buon Ma Thuot City, Dak Lak Province  | May 2023 | No. 10/NQ-HDQT dated May 12, 2023 | 3-year capital loan contract with amount of VND 40 billion  | Borrowed VND 13 billion |
| April 2023 | No. 07/NQ-HDQT dated March 30, 2023 | Intercropping land lease contract | VND 616 million |
| 02 | Thai Duong Rubber Joint Stock Company | Dakruco holds 12.5% of charter capital | 0302883746 | No. 4, Street No. 7, Tan Tao Ward, Binh Tan District, Ho Chi Minh City | April 2023 | No. 07/NQ-HDQT dated March 30, 2023 | Purchase and sale contract of latex | Implemented worth VND 732 million |
| 03 | Dakmoruco | Dakruco holds 100% of charter capital | 00022319 | Phum Chrey Sen, Sankat Monorum, Krong Sen Monorum, Tỉnh Mondulkiri | From March 2023 to October 2023 | No. 19/NQ-HDQT dated October 11, 2023 | Purchase and sale contract of latex | Implemented worth VND 22 billion |
| 4 | Rubber Technical Joint Stock Company | Dakruco holds 28.79% of Dakructech's charter capital | 6000944792 | Km 18, Doan Ket Village, Ea D'Rong Commune, Cu M'gar District, Dak Lak Province | From January 2023 to December 2023 | No. 02/DK-DRT dated December 31, 2022 | Purchase and sale of latex | Implemented worth VND 3.4 billion |

3 Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:

4. Transactions between the Company and other entities:

1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers have been founding members or members of the Board of Directors, the Executive Manager (General Manager) in the last three (03) years (calculated at the time of reporting): None.
2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers: None.
4. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
5. Company’s share transactions between PDMR and affiliated persons: None.
6. Other significant issues: None.