

VIETNAM RUBBER GROUP
BA RIA RUBBER JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 208 / QĐ-HĐQTCSBR

Ho Chi Minh City, February 26, 2026

DECISION

Regarding the issuance of the Charter of Ba Ria Rubber JSC

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

Pursuant to the Law on Enterprises 2020;

Pursuant to the Charter on Organization and Operation of Ba Ria Rubber Joint Stock Company approved by the General Meeting of Shareholders;

Pursuant to Resolution No.14 /NQ-DHDCD dated February 26, 2026 regarding the approval of several contents at the Extraordinary General Meeting of Shareholders 2026.

DECIDES :

Article 1. Issuing together with this Decision the Charter on Organization and Operation of Ba Ria Rubber Joint Stock Company approved by the Extraordinary General Meeting of Shareholders 2026 on February 26, 2026.

Article 2. This Decision takes effect from the date of signing and replaces the Charter on Organization and Operation of Ba Ria Rubber Joint Stock Company amended and supplemented at the Annual General Meeting of Shareholders on June 27, 2025.

Article 3. Members of the Board of Directors, the Board of Management of the Company, and subordinate units are responsible for implementing this Decision./.

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

Recipients :

- As Article 3;
- Board of Supervisors;
- Archived: AD., Board Secretary.

Copy to :

- Vietnam Rubber Group;
- State Securities Commission;
- Hanoi Stock Exchange;
- Ho Chi Minh City Department of Finance.



Phạm Hải Dương

**BA RIA RUBBER JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER
ORGANIZATION AND OPERATION
OF BA RIA RUBBER JOINT STOCK COMPANY
(9th Revision)

Ho Chi Minh City, February 26, 2026



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Chapter I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

a) *Charter capital* means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and as prescribed in Article 6 of this Charter;

b) *Voting capital* means the share capital whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Law on Securities* means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

đ) *Việt Nam* means the Socialist Republic of Vietnam;

e) *Date of establishment* means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and documents of equivalent value);

f) *Company executives* mean the General Director, Deputy General Directors, and Chief Accountant;

g) *Company managers* mean the managers of the Company, including the Chairperson of the Board of Directors, Members of the Board of Directors, General Director, Deputy General Directors, Board of Supervisors, and Chief Accountant.

h) *Related persons* mean individuals or organizations as prescribed in Clause 46, Article 4 of the Law on Securities; in Clause 23, Article 4 of the Law on Enterprises 2020.

i) *Family members include*: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, brother-in-law, sister-in-law, sister-in-law, biological brother of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological younger sibling of the wife, biological younger sibling of the husband.

j) *Shareholder* means an individual or organization owning at least one share of the joint stock company;

k) *Major shareholder* means a shareholder owning 5% or more of the voting shares of the Company.

l) "Company" means Ba Ria Rubber Joint Stock Company.

m) "Vietnam Rubber Group" means the Parent Company, the entity holding the controlling shares in Ba Ria Rubber JSC.

2. In this Charter, references to one or more regulations or other documents include amendments, supplements, or replacement documents.

3. Headings (Sections, Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

Chapter II

NAME, FORM, HEADQUARTERS, REPRESENTATIVE OFFICE, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company name

- Company name in Vietnamese: BA RIA RUBBER JOINT STOCK COMPANY

- Company name in English: BARIA RUBBER JOINT STOCK COMPANY

- Abbreviated name: BARUCO

2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. The registered head office of the Company is:

- Head office address: Highway 56, Duc Trung Hamlet, Ngai Giao Commune, Ho Chi Minh City.

- Telephone: 0254.3881964

- Fax: 0254.3881169

- E-mail: vanphong@baruco.com.vn

- Website: <http://www.baruco.com.vn>

4. The Company may establish branches and representative offices in business locations to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless the operation is terminated ahead of schedule under Clause 2, Article 54 or the operation is extended under Article 55 of this Charter, the term of operation

of the Company shall commence from the date of establishment and shall be indefinite.

Article 3. Legal representative of the Company

1. The Company has 02 (two) legal representatives, including:

- Chairperson of the Board of Directors of the Company.
- General Director of the Company or Deputy General Director in charge of operations (*In case the Company has not appointed a General Director, the Deputy General Director in charge shall be the legal representative*)

2. The responsibilities, conditions, powers, and obligations of the legal representative are stipulated in Articles 12 and 13 of the Law on Enterprises and this Charter.

Chapter III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Operational objectives of the Company

1. Business lines of the Company:

- Industry code 0220: Logging, details: rubber wood logging.
- Industry code 0121: Growing of fruit trees, details: cocoa, jackfruit, banana; corn; tropical fruits, High-tech Agriculture, Large-scale Agriculture.
- Industry code 2219: Manufacture of other rubber products;
- Industry code 0129: Growing of other perennial crops, details: Growing of other remaining perennial crops: melaleuca, agarwood, calabash, mahogany, bead tree, acacia hybrid;
- Industry code 4101: Construction of residential buildings;
- Industry code 1073: Manufacture of cocoa, chocolate and sugar confectionery;
- Industry code 4102: Construction of non-residential buildings;
- Industry code 3512: Electricity production from renewable energy sources, details: Solar power;
- Industry code 4299: Construction of other civil engineering works;
- Industry code 3600: Water collection, treatment and supply;
- Industry code 3700: Sewerage and wastewater treatment, details: wastewater treatment;
- Industry code 6810: Real estate activities with own or leased land use rights. Details: Trading of residential houses and residential land use rights; Trading of houses and non-residential land use rights; Leasing, operating, and managing

residential houses and land; Leasing, operating, and managing non-residential houses and land; Investment and business in infrastructure of industrial parks, industrial clusters, residential areas, real estate business; leasing of offices and kiosks.

- Industry code 4679: Other specialized wholesale not elsewhere classified. Details: Wholesale of rubber; wholesale of fertilizers and agrochemical products (except for toxic chemicals prohibited from trading);

- Industry code 5510: Hotels and similar accommodation services;

- Industry code 5610: Restaurants and mobile food service activities;

- Industry code 7912: Tour operation;

- Industry code 0161: Agricultural service activities;

- Industry code 4932: Other passenger road transport;

- Industry code: 4933: Freight transport by road;

- Industry code 0125: Growing of rubber trees;

- Industry code 5210: Warehousing and storage.

- Industry code 0163: Post-harvest service activities, details: Preparation stages before selling products, cleaning, sorting, preliminary processing, drying.

2. Operating objectives of the Company:

- Continue to develop Ba Ria Rubber Joint Stock Company in a multi-sectoral direction, in which the agricultural sector of planting, caring for, harvesting, and processing rubber plays the leading role.

- Develop markets with great potential for rubber products.

- Improve the efficiency of asset and capital operations, creating an appropriate capital structure for the requirements of capital ownership diversification, joint ventures, and associations.

- Develop product lines related to natural rubber products as well as rubber wood raw materials.

Article 5. Scope of business and activities of the Company

The Company is permitted to conduct business activities in the sectors specified in this Charter that have been registered, notified of changes in registration content to the business registration authority, and published on the national business registration portal.

In the event that the Company conducts business in conditional investment and business sectors, the Company must satisfy all business conditions in accordance with the Law on Investment and relevant specialized laws.

Chapter IV

CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The charter capital of the Company is VND 1,125 Billion (One thousand one hundred twenty-five billion Vietnamese Dong)

The total charter capital of the Company is divided into 112,500,000 shares with a par value of 10,000 VND/share.

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

3. The shares of the Company on the date of approval of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

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

5. The Company was converted from a single-member limited liability company, therefore there are no founding shareholders.

6. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ordinary shareholding ratio in the Company, unless the General Meeting of Shareholders decides otherwise, the number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute those shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders unless the General Meeting of Shareholders approves otherwise.

7. The Company may repurchase shares issued by the Company itself in accordance with the methods specified in this Charter and current law.

8. The Company may issue other types of securities in accordance with the provisions of law.

9. The maximum foreign ownership ratio at Ba Ria Rubber Joint Stock Company is: 0%

Article 7. Stock certificates

1. Shareholders of the Company shall be issued stock certificates corresponding to the number of shares and classes of shares owned.

2. A stock is a type of security confirming the lawful rights and interests of the owner to a portion of the share capital of the issuer; the stock must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company, or within 15 days from the date of full payment for the purchase of shares as prescribed in the Company's stock issuance plan (or another time limit as prescribed by the issuance terms), the owner of the shares shall be issued a stock certificate. The shareholder does not have to pay the Company for the cost of printing the stock certificate.

4. In case a stock certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a stock certificate by the Company upon the request of such shareholder. The shareholder's request must include the following contents:

a) Information about the stock certificate that was lost, damaged, or otherwise destroyed;

b) Commitment to take responsibility for disputes arising from the re-issuance of the new stock certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company issued shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; stocks listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase new shares offered, and other benefits in accordance with the provisions of law.

Article 10. Forfeiture of shares (for cases of enterprise registration)

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount and be responsible corresponding to the total par value of the shares registered for purchase for the financial obligations of the Company arising from the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as requested, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid in case the requirements in the aforementioned notice are not fulfilled.

4. Forfeited shares are considered authorized shares to be offered as prescribed

in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or redistribution under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their shareholder status for those shares, but must still be responsible corresponding to the total par value of the shares registered for purchase for the financial obligations of the Company arising at the time of forfeiture according to the decision of the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the total value of the stocks at the time of forfeiture.

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

Chapter V

CORPORATE GOVERNANCE STRUCTURE

Article 11. Management organizational structure

The management organizational structure of the Company follows the model of:

1. General Meeting of Shareholders.
2. Board of Directors, Board of Supervisors.
3. General Director.

Chapter VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms as prescribed by the Company's Charter and the law. Each ordinary share carries one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have priority in purchasing new shares in proportion to the ratio of ordinary shares held by each shareholder in the Company;

d) To freely transfer their shares to others, except for cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Law on Enterprises, and other relevant

legal provisions;

d) To review, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;

e) To review, look up, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

f) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to the ratio of share ownership in the Company;

g) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

h) To be treated equally. Each share of the same class confers equal rights, obligations, and interests upon the owning shareholder. In the event the Company has classes of preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

i) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

j) To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

k) Other rights as prescribed by law and this Charter.

2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of Article 115 and Article 140 of the Law on Enterprises;

b) To review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following contents: full name, contact address, nationality, and number of personal legal documents for individual shareholders;

name, enterprise code or number of legal documents of the organization, and head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issues proposed to be included in the meeting agenda;

d) Other rights as prescribed by law and this Charter.

3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or several persons according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. 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 according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to be purchased.

2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and persons with related interests in the Company must be jointly and severally liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and the Internal Governance Regulations of the Company.

4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to exercise and protect their legal rights and interests; strictly prohibit the dissemination or copying and sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote through online conferences, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, email, or other means as guided by the Company or as prescribed by the election and vote-counting regulations.

7. Bear personal responsibility when acting in the name of the Company in any form to perform one of the following acts:

- a) Violate the law;
- b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Paying undue debts in the face of financial risks to the Company.

8. Fulfill other obligations in accordance with current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the aforementioned approved audit organization is responsible for attending the Company's Annual General Meeting of Shareholders.

3. 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 Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 12 of this Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collect sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene the General Meeting of Shareholders within 30 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 as stipulated in Point b, Clause 3 of this Article, or upon receiving the request stipulated in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as regulated. In case the Board of Supervisors does not convene the General Meeting of Shareholders as regulated, the Board of Supervisors must compensate for any damages arising to the Company.

c) In case the Board of Supervisors does not convene the General Meeting of

Shareholders as stipulated in Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Clause 2, Article 12 of this Charter has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders in accordance with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investments in or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- f) To decide on the repurchase of more than 10% of the total number of sold shares of each class;
- g) To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- h) To decide on the reorganization or dissolution of the Company;
- i) To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- j) To approve the Internal Governance Regulations; the Operating Regulations

of the Board of Directors and the Board of Supervisors;

k) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the Company's operations, and to dismiss approved auditors when deemed necessary;

l) Other rights and obligations in accordance with the law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) Reports of the Board of Directors on governance and the performance results of the Board of Directors and each member of the Board of Directors;

d) Reports of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;

đ) Self-assessment reports on the performance results of the Board of Supervisors and its members;

e) The dividend rate for each share of each class;

f) The number of members of the Board of Directors and the Board of Supervisors;

g) To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;

h) To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

i) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the company's operations when deemed necessary;

j) To supplement and amend the Company's Charter;

k) The classes of shares and the number of new shares to be issued for each class of shares, and the transfer of shares by founding members within the first 03 years from the date of establishment;

l) Division, separation, consolidation, merger, or conversion of the Company;

m) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;

n) To decide on investments in or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

o) To decide on the repurchase of more than 10% of the total number of sold

shares of each class;

p) The Company enters into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;

q) Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

r) Approving the Internal Regulations on Corporate Governance, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors;

s) Other matters in accordance with the provisions of law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of shareholders that are organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for individuals or organizations to represent and attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be established in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In the case of re-authorization, the person attending the meeting must also present the original authorization document of the shareholder or the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. The voting slip of the person authorized to attend the meeting within the scope of authorization remains valid in one of the following cases, except where:

a) The authorizer has died, has restricted civil act capacity, or has lost civil act capacity;

b) The authorizer has cancelled the appointment of authorization;

c) The authorizer has cancelled the authority of the person performing the authorization.

This Article does not apply in cases where the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes of rights

1. The change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by preferred shareholders of the same class attending the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class owning 75% or more of the total preferred shares of that class in the case of passing a resolution in the form of collecting written opinions.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the change of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there are not enough delegates as mentioned above, the meeting shall be reorganized within the next 30 days, and those holding shares of that class (regardless of the number of people and number of shares) present in person or through authorized representatives shall be considered a sufficient number of required delegates. At the meetings of shareholders holding preferred shares mentioned above, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

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

Article 18. Convening, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;

đ) Determine the time and location for organizing the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

f) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and simultaneously published on the website of the Company and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transferred). The agenda of the General Meeting of Shareholders and related documents for matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not attached to the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;

c) Voting ballots;

d) Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12

of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares of the shareholder, and the issue proposed to be included in the agenda.

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

a) The recommendation is submitted not in accordance with Clause 4 of this Article;

b) At the time of recommendation, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c) The recommended issue does not fall within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the recommendation prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the recommendation is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when there are attending shareholders representing over 50% of the total voting shares.

2. In case the first meeting does not meet the conditions to be conducted as prescribed in Clause 1 of this Article, the second meeting invitation notice shall be sent within 30 days from the intended date of the first meeting unless otherwise prescribed by the Company's Charter. The second General Meeting of Shareholders shall be conducted when there are attending shareholders representing 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions to be conducted as prescribed in Clause 2 of this Article, the third meeting invitation notice must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

Article 20. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must perform registration until all shareholders entitled to attend the meeting who are present have registered in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against, or no opinion. At the General Meeting, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of votes in favor or against is counted to decide. The vote counting results are announced by the Chairperson immediately before the closing of the meeting. The General Meeting elects the persons responsible for counting votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders or authorized representatives of shareholders being organizations or authorized persons arriving after the meeting has opened have the right to register immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting for late shareholders to register, and the validity of the contents previously voted on remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is prescribed as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them as the chairperson of the meeting according to the majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside so that the General Meeting of Shareholders elects a chairperson for the meeting from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;

b) Except for the case specified in point a of this clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the



meeting for the General Meeting of Shareholders to elect a chairperson for the meeting, and the person with the highest number of votes shall act as the chairperson;

c) The chairperson shall appoint one or several persons as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the proposal of the chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to preside over the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of the attendees.

a) Arrange seating at the meeting venue of the General Meeting of Shareholders;

b) Ensure safety for all persons present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry tickets or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or no opinion. The results of the vote counting shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives attending the meeting after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the contents previously voted on shall remain unchanged.

7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a) Require all attendees to undergo inspection or other lawful and reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's presiding authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chairperson has the right to adjourn the General Meeting of Shareholders for which a sufficient number of attendees have registered for no more than 03 working days from the intended opening date and may only adjourn the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c) There are attendees who obstruct or disrupt order, posing a risk that the meeting may not be conducted fairly and lawfully.

9. In case the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions in clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to preside over the meeting until its conclusion; all resolutions approved at that meeting shall be valid for implementation.

10. In certain special cases, the Company shall apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders through online meetings, electronic voting, or other electronic forms (the Notice to convene the Company's General Meeting of Shareholders shall specify the electronic form) in accordance with Article 144 of the Law on Enterprises and clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders

1. A resolution on the following contents shall be passed if it is approved by a number of shareholders representing at least 65% of the total voting shares of all attending shareholders, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Changes in business lines and sectors;
- c) Changes in the management organizational structure of the Company;
- d) Investment projects or sale of assets with a value of at least 35% of the total asset value recorded in the most recent financial statements of the Company, unless the Charter of the Company stipulates another ratio or value;
- d) Reorganization or dissolution of the Company;

e) Other matters as prescribed by the Charter of the Company.

2. Resolutions shall be passed when approved by a number of shareholders owning more than 50% of the total voting shares of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Charter of the Company.

Article 22. Authority and procedures for collecting written opinions of shareholders to pass decisions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company. The following cases (Clause 2, Article 147 of the Law on Enterprises) are not allowed to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders:

- a) Amendments and supplements to the contents of the Charter of the Company;
- b) Development orientation of the Company;
- c) Classes of shares and the total number of shares of each class;
- d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investment or sale of assets with a value of at least 35% of the total asset value recorded in the most recent financial statements of the Company, unless the Charter of the Company stipulates another ratio or value;
- e) Approval of annual financial statements;
- f) Reorganization or dissolution of the Company.

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders at least 10 days before the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

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

a) Name, head office address, enterprise code;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, number of personal legal documents for individual shareholders; name, enterprise code or number of legal documents of the organization, head office address for institutional shareholders or full name, contact address, nationality, number of personal legal documents for the representative of institutional shareholders; number of shares of each class and the number of votes of the shareholder;

d) Matters requiring opinions for decision approval;

đ) Voting options including approval, disapproval, and no opinion for each matter;

e) Deadline for returning the completed opinion forms to the Company;

f) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send completed opinion forms to the Company via mail, fax, or email in accordance with the following regulations:

a) In case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. Opinion forms sent to the Company must be placed in a sealed envelope, and no one is permitted to open them before the vote counting;

b) In case of fax or email, the opinion forms sent to the Company must be kept confidential until the time of vote counting;

c) Opinion forms sent to the Company after the deadline specified in the form, or those opened in the case of mailing, or disclosed in the case of fax or email, shall be invalid. Opinion forms that are not returned shall be considered as non-voting ballots.

5. The Board of Directors shall count the votes and prepare a vote counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote counting minutes must include the following primary contents:

a) Name, head office address, and enterprise code;

b) Purpose and matters requiring opinions for resolution approval;

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

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

d) Matters approved and the corresponding approval ratio;

e) Full name and signature of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damages arising from decisions approved due to untruthful or inaccurate vote counting.

6. The vote counting minutes and the resolution must be posted on the Company's website within 24 hours from the conclusion of the vote counting. Simultaneously, information must be disclosed in accordance with the law on information disclosure in the securities market.

7. Completed opinion forms, vote counting minutes, approved resolutions, and related documents attached to the opinion forms must be archived at the Company's head office.

8. A resolution approved via written opinion solicitation shall be valid if it is approved by shareholders owning more than 50% of the total voting shares of all shareholders entitled to vote, and it shall have the same validity as a resolution approved at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and archived in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following primary contents:

a) Name, head office address, business registration number;

b) Time and venue of the General Meeting of Shareholders;

c) Meeting agenda and contents;

d) Full names of the chairperson and secretary;

d) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

e) Number of shareholders and total number of voting shares of attending shareholders, appendix of the list of registered shareholders, shareholder representatives attending with the corresponding number of shares and votes;

f) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, affirmative, negative, and abstention votes; the corresponding ratio to the total number of votes of attending shareholders;

g) Issues approved and the corresponding voting ratio;

h) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

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

4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend with signatures, powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and documents related to the meeting invitation notice must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office.

Article 24. Request for cancellation of decisions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of counting written opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case prescribed in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

Chapter VII

BOARD OF DIRECTORS

Article 25. Candidacy and nomination for members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting; candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Company 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 of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions (including Board of Directors positions in other companies);
- d) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- f) Public companies are responsible for disclosing information about companies in which the candidate holds a position as a member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent 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.

4. Members of the Board of Directors must meet the criteria and conditions

prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Charter as follows:

a. Members of the Board of Directors must meet the following criteria and conditions:

- Having full civil act capacity;
- Having professional qualifications and experience in business administration or in the field, industry, or business line of the Company, and not necessarily being a shareholder of the Company;
- A member of the Company's Board of Directors may concurrently be a member of the Board of Directors of another company;
- A member of the Board of Directors must not be a family member of the General Director or other managers of the Company, or of the manager or the person authorized to appoint managers of the parent company.

b. In addition to the provisions in Point a, Clause 2 of this Article, an independent member of the Board of Directors must meet the following criteria and conditions:

- Not being a person currently working for the Company, the parent company, or a subsidiary of the Company; not being a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least the 03 consecutive preceding years;
- Not being a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations;
- Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling is a major shareholder of the Company, or a manager of the Company or a subsidiary of the Company;
- Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
- Not being a person who has served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the 05 consecutive preceding years, except for cases of being appointed for 02 consecutive terms.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is from three (03) to five (05).

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The Board of Directors of the Company must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

There is at least 01 independent member of the Board of Directors;

4. A member of the Board of Directors shall lose their status as a Board member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises and Article 31 of the Charter of the Company.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for the rights and obligations within the authority of the General Meeting of Shareholders.

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

a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) To recommend the classes of shares and the total number of shares authorized to be offered for each class;

c) To decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each class; to decide on raising additional capital in other forms;

- d) To decide on the selling price of shares and bonds of the Company;
- đ) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- f) To decide on market development, marketing, and technology solutions;
- g) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, and contracts and transactions within the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2 of Article 138, Clause 1 and Clause 3 of Article 167 of the Law on Enterprises;
- h) To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts with the General Director; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and to decide on the remuneration and other benefits of the appointed persons;
- i) To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
- k) To decide on the organizational structure and internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, and representative offices, and the capital contribution or purchase of shares in other enterprises;
- l) To approve the agenda and contents of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to pass resolutions;
- m) To submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Recommend the dividend rate to be paid; decide on the timeline and procedures for dividend payment or handling losses arising during the business process;
- o) Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- p) Decide on the issuance of the Regulations on the operation of the Board of Directors and the Internal Regulations on corporate governance after they are approved by the General Meeting of Shareholders; the Regulations on information



disclosure of the Company;

q) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities. The report includes the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company Charter.

b. Summary of meetings of the Board of Directors and decisions of the Board of Directors.

c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds control of 50% or more of the Charter capital with members of the Board of Directors and their related persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or an enterprise manager within the last 03 years prior to the transaction time.

d. Activities of independent members of the Board of Directors and the evaluation results of independent members regarding the activities of the Board of Directors.

đ. Activities of other sub-committees under the Board of Directors (if any).

e. Results of supervision over the General Director.

f. Results of supervision over other executives.

g. Future plans.

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses.

Work remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Board member may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) To establish programs and activity plans of the Board of Directors;
- b) To prepare programs, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Company.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date

of dismissal or removal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Charter of the Company. In the event that no person is authorized or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or a compulsory educational establishment, absconds from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one person among them to hold the position of Chairman of the Board of Directors based on the principle of approval by the majority of the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

- a) To assist in organizing and convening the General Meeting of Shareholders and meetings of the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders; complying with information provision and disclosure obligations and administrative procedures;
- dd) Other rights and obligations as prescribed in the Charter of the Company.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest vote percentage. In the event that more than one member receives the same highest number of votes or vote percentage, the members shall elect one person among them to convene the meeting of the Board of Directors based on the majority principle.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) Upon the request of the General Director or at least 05 other managers;
- c) Upon the request of at least 02 members of the Board of Directors;
- d) Other cases as stipulated by the Company Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that a meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting at least 03 working days prior to the meeting date. The notice of meeting must specifically specify the time and location of the meeting, the agenda, and the matters for discussion and decision. The notice of meeting must be accompanied by documents to be used at the meeting and the voting ballots of the members.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company Charter and must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In the event that a meeting convened in accordance with this Clause does not have the required number of attending members, it shall be convened for a second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be conducted if more than half of

the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending the voting ballot to the meeting via mail, fax, or email;
- d) Sending the voting ballot by other means as instructed by the Company.

10. In the event that a voting ballot is sent to the meeting via mail, the voting ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballots shall only be opened in the presence of all attendees.

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

12. Minutes of the Board of Directors' meetings must include the contents as prescribed in Article 158 of the Law on Enterprises.

13. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members; in the event of a tie, the final decision shall rest with the side that has the opinion of the Chairperson of the Board of Directors.

Article 31. Cases of dismissal, removal, replacement, and addition 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) Failure to meet the criteria and conditions as prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises;
- b) Submission of a resignation letter and acceptance thereof;
- c) Other cases as prescribed in the Company's Charter.

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

- a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

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

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors in cases other than those prescribed 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 Board of Directors members is reduced by more than one-third compared to the number prescribed in the Company's 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) Except for the case prescribed in Point a 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.

Article 32. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 persons 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 a majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only take effect when it is approved by a majority of the members attending and voting at the sub-committee's meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 33. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for

the approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

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

b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advising on meeting procedures;

d) Attending meetings;

đ) Advising on procedures for establishing resolutions of the Board of Directors in accordance with the provisions of law;

e) Providing financial information, copies of minutes of the Board of Directors' meetings, and other information to members of the Board of Directors and members of the Supervisory Board;

f) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

g) Acting as a contact point for stakeholders;

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

i) Other rights and obligations in accordance with the provisions of law and the Company's Charter.

Chapter VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Management organization

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, relief from duty, and dismissal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 35. Company Executives

1. Company executives include the General Director, Deputy General Directors, and the Chief Accountant.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards suitable for the Company's management structure and regulations as prescribed by the Board of Directors. Corporate executives must be responsible for supporting the Company in achieving the set objectives in operations and organization.
3. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Executives' salaries are included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, relief from duty, duties, and powers of the General Director

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the General Director.
2. The General Director is the person who manages the daily business of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by the Law on Enterprises and other regulations of the Company.
4. The General Director has the following rights and obligations:
 - a) Deciding on matters related to the daily business of the Company that do not fall under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the business plan and investment plan of the Company;
 - d) Propose the organizational structure and internal management regulations of the Company;
 - d) Appoint, dismiss, and remove management positions in the Company, except

for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

f) Recruit labor;

g) Propose plans for dividend payment or handling business losses;

h) Other rights and obligations in accordance with the law, the Company Charter, and resolutions and decisions of the Board of Directors.

5. The General Director is the person who manages the day-to-day business operations of the Company in accordance with the law, the Company Charter, the labor contract signed with the Company, and resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this Clause that causes damage to the Company, the General Director shall be responsible before the law and must compensate the Company for damages.

6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting approve and appoint a new General Director as a replacement.

Chapter IX

BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 38. Members of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is three (03) Supervisors. The term of office of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms. A Supervisor is not necessarily a shareholder of the Company.

2. A Supervisor must satisfy the standards and conditions as prescribed in Article 169 of the Law on Enterprises and not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the Independent Auditing Firm that performed audits of the Company's financial statements for the 03 consecutive preceding years.

3. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:

- a) No longer satisfying the standards and conditions to be a Supervisor as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and being approved;
- c) Other cases as prescribed in this Charter.

4. The General Meeting of Shareholders shall remove a Supervisor in the following cases:

- a) Failing to complete assigned duties and tasks;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

5. In the event that the terms of office of the members of the Board of Supervisors expire at the same time and the members of the new term have not yet been elected, the members of the Board of Supervisors whose terms have expired shall continue to exercise their rights and perform their obligations until the members of the new term are elected and take over their duties.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be based on the majority principle. The Board of Supervisors must have more than half of the Supervisors permanently residing in Vietnam. The Head of the Board of Supervisors must possess a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Company.

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

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend the General Meeting of Shareholders to approve the list of accredited auditing organizations to perform the audit of the Company's Financial Statements; to decide on the accredited auditing organization to perform inspections of the Company's operations, and to dismiss accredited auditors when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial situation of the Company and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide remedial solutions.
6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, including the following contents:
 - a. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors as prescribed in Article 172 of the Law on Enterprises and the Company Charter.
 - b. Summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Supervisory Board.
 - c. Results of the supervision of the Company's operations and financial

situation.

d. Evaluation report on transactions between the Company, its subsidiaries, or companies in which the public company holds control of 50% or more of the charter capital and members of the Board of Directors, the General Director, other executives of the enterprise, and their related persons; transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executives of the enterprise were founding members or managers within the last 03 years prior to the transaction date.

d. Supervision results regarding the Board of Directors, the General Director, and other executives of the enterprise.

e. Evaluation results of the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director, and the shareholders.

8. Having the right to access records and documents of the Company stored at the head office, branches, and other locations; having the right to access the workplaces of managers and employees of the Company during working hours.

9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents on the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with at least 2/3 of the members of the Board of Supervisors attending. Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The person recording the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes. The minutes of the Board of Supervisors meetings must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need to be clarified.

Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the regulations of the Vietnam Rubber Group and the specific regulations of the Company, including the following items:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions.

Chapter X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 43: Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds control of 50% or more of the charter capital with those individuals themselves or with their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must perform information disclosure regarding these resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to such members or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others to conduct related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these subjects shall not be void in the following cases:

a) For transactions with a value less than or equal to twenty percent (20%) of the total asset value recorded in the latest financial statements, the key contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who do not have related interests;

b) For transactions with a value greater than twenty percent (20%) or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of twenty percent (20%) or more of the total asset value recorded in the latest financial statements, the key contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, the General Director, and other executives who violate the obligations and responsibilities of honesty and prudence, or fail to fulfill their obligations, shall be liable for the damages caused by their violations.

2. The Company shall compensate those who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases, and not lawsuits where the Company is the plaintiff) if such person is or was a member of the Board of Directors, Supervisor, General Director, other executive, employee, or authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly and prudently for the interests of the Company based on compliance with the law and there is no evidence confirming that such person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments arising (including attorney fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid

the aforementioned compensation liabilities.

Chapter XI

RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, inspect, extract, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to review, look up, and extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and records, it must be accompanied by a power of attorney from the shareholder or group of shareholders that the person represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to look up the Company's register of shareholders, list of shareholders, other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial reports, accounting books, and other documents as prescribed by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The Company's Charter must be published on the Company's website.

Chapter XII

EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must prepare plans for the Board of Directors to approve issues related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and business managers.
2. The General Director must prepare plans for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with the best standards, practices, and management policies, practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions.

Chapter XIII

PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.
4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the bank account details provided by the shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange can be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, and receive notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the Law and the Parent Company - Vietnam Rubber

Group in the following order:

- a. Distribute profits to associated capital contributors in accordance with the provisions of the signed economic contracts (if any);
- b. Offset losses from previous years for which the time limit for deduction from pre-tax profit has expired in accordance with regulations.
- c. Appropriate a maximum of 30% to the enterprise development investment fund.
- d. Appropriate the reward fund and welfare fund for employees in the enterprise, and the bonus fund for enterprise managers in accordance with the Government's regulations on labor, wages, remuneration, and bonuses for companies with State-controlled shares or contributed capital.
- d. The remaining profit shall be fully distributed as cash dividends or profits to shareholders and capital contributors. For dividends or profits distributed in cash for the State capital contribution in the enterprise, they shall be paid into the state budget in accordance with regulations.

In the event that the law has new regulations related to profit distribution that the Company has not yet updated in this Charter, such regulations shall apply to the implementation of profit distribution.

Chapter XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company opens accounts.

Article 49. Fiscal year

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

Article 50. Accounting regime

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the accounting currency. In the event that the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, take responsibility for that choice before the law, and notify the direct tax management authority.

Chapter XV

ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the provisions of law on information disclosure on the securities market and submit them to the competent state agencies.
2. Annual financial statements must include all reports, appendices, and notes in accordance with the provisions of law on corporate accounting. Annual financial statements must truthfully and objectively reflect the operating situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure on the securities market and submit them to the competent state agencies.

Article 52. Annual report

The Company must prepare and disclose the Annual Report in accordance with the provisions of law on securities and the securities market.

Chapter XVI

AUDITING THE COMPANY

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on the selection of one of these entities to conduct the audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meetings of Shareholders and to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

Chapter XVII

CORPORATE SEAL

Article 54. Corporate seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the provisions of law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

Chapter XVIII

DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a) Expiration of the duration of operation stated in the Company's Charter without a decision for extension;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d) Other cases as provided by law.

2. The early dissolution of the Company (including the extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as regulated.

Article 56. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months before the expiration of the duration of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.

2. The operation term shall be extended when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 57. Liquidation

1. At least 06 months before the end of the Company's operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that point on, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

- a) Liquidation costs;
- b) Debts of wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after paying all debts from items (a) to (d) above shall be divided among shareholders. Preference shares shall be prioritized for payment first.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other managers;

The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to negotiation and mediation procedures. The payment of Court costs shall be carried out according to the Court's judgment.

Chapter XX

SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 59. Company Charter

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter, or in case there are new legal provisions different from the terms in this Charter, those provisions shall be applied to regulate the Company's operations.

Chapter XXI

EFFECTIVE DATE

Article 60. Effective date

1. This Charter consists of 21 chapters and 60 articles, which were unanimously approved by the 2026 Extraordinary General Meeting of Shareholders of Ba Ria Rubber Joint Stock Company on February 26, 2026, at Ba Ria Rubber Joint Stock Company (National Highway 56, Duc Trung Hamlet, Ngai Giao Commune, Ho Chi Minh City) and the full text of this Charter was approved.

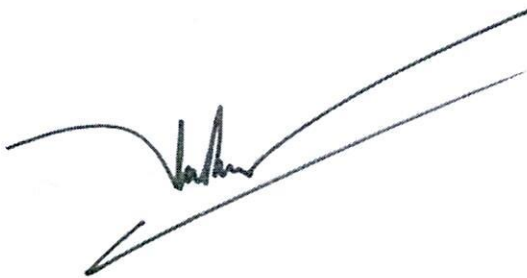
2. This Charter is made in 10 copies of equal validity. The Company's Charter is used for registration with government authorities as prescribed and stored at the Company's Office.

3. This Charter is the sole and official charter of Ba Ria Rubber Joint Stock Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or the General Director of the Company or the Deputy General Director in charge of the Company's operations (in case there is no General Director)/.

LEGAL REPRESENTATIVE OF THE COMPANY

**DEPUTY GENERAL DIRECTOR IN
CHARGE OF OPERATIONS**



Nguyen Thai Binh

**CHAIRMAN OF THE BOARD
OF DIRECTORS**



Pham Hai Duong