

Daklak, September 25, 2026

INFORMATION DISCLOSURE

To: State Securities Commission;
Hanoi Stock Exchange.

1. Name of organization: Dak Lak Rubber Joint Stock Company
- Stock code : DRG
- Head Office Address : 30 Nguyen Chi Thanh, Tan An Ward, Dak Lak Province
- Phone : (0262) 3865015; fax : (0262) 3865041
- Website <http://www.dakruco.com>
- E-mail: caosu@dakruco.com
2. Person authorized to disclose information: Tran Van Duc - Person in charge of corporate governance.
- Authorization document: Power of Attorney No. 08/GUQCT dated May 30, 2025 of the Legal Representative of the Company.
3. Contents of disclosure: Dak Lak Rubber Joint Stock Company hereby respectfully announces the Resolution and Minutes of the 2026 Extraordinary General Meeting of Shareholders of Dakruco Joint Stock Company held on September 24, 2026.
4. This information was published on the Company's website date 25/9/2026 at the following link: <https://www.dakruco.com/index.php/shareholder>.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Attached documents:

- Minutes of the 2026 Extraordinary Meeting of Shareholders;
- Resolution of the 2026 Extraordinary General Meeting of Shareholders;
- Proposals and accompanying documents.

PERSON AUTHORIZED TO DISCLOSE
INFORMATION
PERSON IN CHARGE OF CORPORATE
GOVERNANCE

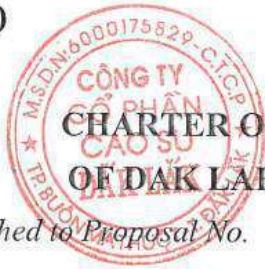


Tran Van Duc

CÔNG TY
CỔ PHẦN
CAO SU
ĐẮK LẮK

Digitally signed by CÔNG TY CỔ
PHẦN CAO SU ĐẮK LẮK
DN: C=VN, S=ĐẮK LẮK, L=Buôn
Ma Thuật, CN=CÔNG TY CỔ
PHẦN CAO SU ĐẮK LẮK,
OID.0.9.2342.19200300.100.1.1=
MST:6000175829
Reason: I have reviewed this
document
Location:
Date: 2026.09.25 10:42:43+07'00'
Foxit PDF Reader Version:
2025.1.0

(DRAFT)



CHARTER OF ORGANIZATION AND OPERATION OF ĐẮK LẮK RUBBER JOINT STOCK COMPANY

(Attached to Proposal No. /TTr-NĐDV dated / /2026 of Dak Lak Rubber JSC)

This Charter was adopted by the Resolution of the Annual General Meeting of Shareholders held on

I. DEFINITION 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 is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 7 of this Charter;

b. Voting capital is share capital, whereby the shareholder has the right to vote on matters falling under the decision-making authority of the General Meeting of Shareholders;

c. Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and Law No. 76/2025/QH15 dated June 17, 2025 of the National Assembly on amending and supplementing a number of articles of the Law on Enterprises;

d. Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and Law No. 56/2024/QH15 – Law on amending and supplementing a number of articles of the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Assets, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves, and Law on Handling of Administrative Violations.

e. Vietnam is the Socialist Republic of Vietnam;

f. Date of establishment is the date the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

g. Business executives are the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;

h. Business managers are company managers, including the Chairman of the

Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;

i. Related persons are individuals or organizations as specified in Clause 46, Article 4 of the Law on Securities;

k. Shareholder is an individual or organization owning at least one share of the joint stock company;

l. Founding shareholder is a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;

m. Major shareholder is a shareholder as specified in Clause 18, Article 4 of the Law on Securities;

n. Duration of operation is the operating period of the Company as specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

o. Stock Exchange is the Vietnam Stock Exchange and its subsidiaries;

ô. Company is the abbreviation for Dak Lak Rubber Joint Stock Company;

ơ. Dependent units are Branches (Farms, Factories, Centers, etc.) that perform accounting via reporting and carry out all or part of the Company's production and business functions according to tasks assigned or authorized by the Company;

p. Subsidiary is a company with independent accounting in which the Company holds 100% of the charter capital or holds controlling shares or capital contributions.

q. Associate company is a company in which the Company holds shares or capital contributions below the controlling level;

r. Controlling shares or controlling capital contributions of the Company are shares or capital contributions of the Company accounting for over 50% of the charter capital of that enterprise or another ratio as prescribed by law or the Charter of that enterprise.

s. Controlling right is the Company's right over another enterprise, including at least one of the following rights: Right of the sole owner of the enterprise; Right of a shareholder or capital-contributing member holding controlling shares or capital contributions of the enterprise; Right to directly or indirectly appoint the majority or all members of the Board of Directors or Board of Members, or the General Director (Director) of the enterprise; Right to directly or indirectly decide on the approval, amendment, or supplementation of the enterprise's Charter; Right to directly or indirectly decide on the strategy and business plan of the enterprise; Other cases of control as agreed upon between the Company and the controlled enterprise and recorded in the Charter of the controlled enterprise.

t. Representative of the Company's capital portion is an individual authorized in

writing by the Company's Board of Directors to exercise the Company's rights and responsibilities regarding the Company's capital invested in another enterprise;

u. Trade secret is any business information that has not been widely disclosed, has economic value due to its confidentiality, and for which the owner has taken reasonable measures to protect. It may include formulas, designs, methods, technical processes, financial information, or other commercial information that gives the enterprise a competitive advantage.

u. Business secret is information obtained from financial or intellectual investment activities that has not been disclosed and is capable of being used in business...

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

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

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company

1. Company Name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN CAO SU ĐẮK LẮK

- Company name in foreign language: DAK LAK RUBBER JOINT STOCK COMPANY

- Abbreviated name: DAKRUCO

2. Type of enterprise: The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

3. Registered headquarters of the Company:

- Headquarters address: No. 30 Nguyen Chi Thanh Street, Tan An Ward, Dak Lak Province

- Phone: (0262) 3865015

- Fax: (0262) 3865041

- E-mail: caosu@dng.vnn.vn; caosu@dakruco.com

- Website: www.dakruco.com

4. The Company may establish branches and representative offices in business areas to carry out the Company's operational objectives in accordance with the Board of Directors' decisions and within the scope permitted by law. Currently, the Company has 08 dependent units and 01 subsidiary with 100% Dakruco capital, including:

a) Dak Lak Rubber Joint Stock Company Branch - 19/8 Farm, address: Km13+500 National Highway 27 - Buon Mta A - Ea Ktur Commune - Dak Lak;

b) Dak Lak Rubber Joint Stock Company Branch - Cu Bao Farm, address: Village 8 - Cu Bao Ward - Dak Lak;

c) Dak Lak Rubber Joint Stock Company Branch - Cu Kpo Farm, address: Thong Nhat Village - Krong Puk Commune - Dak Lak;

d) Dak Lak Rubber Joint Stock Company Branch - Cu Mgar Farm, address: Km20 Provincial Road 8 - Cu M'gar Commune - Dak Lak;

e) Dak Lak Rubber Joint Stock Company Branch - Phu Xuan Farm, address: Km20 National Highway 14 - Cuor Dang Commune - Dak Lak;

f) Dak Lak Rubber Joint Stock Company Branch - Rubber Latex Processing Factory, address: Doan Ket Village - Cuor Dang Commune - Dak Lak;

g) Dak Lak Rubber Joint Stock Company Branch - Rubber Thread Processing Factory, address: Lot B35-B36 Hoa Phu Industrial Zone - Hoa Phu Commune - Dak Lak;

h) Dak Lak Rubber Joint Stock Company Branch - Dakruco Hotel, address: 30 Nguyen Chi Thanh - Tan An Ward - Dak Lak;

i) Dak Lak Rubber Development Company - Mondulkiri (DakMoruco), address: Monorum Commune - Senmonorum District - Mondulkiri Province - Cambodia.

5. Duration of operation: Unless the Company is dissolved in accordance with Clause 2, Article 60, the Company's duration of operation shall be indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has 02 legal representatives, including:

1. Chairman of the Board of Directors;
2. General Director.

The legal representative of the company is an individual representing the company in exercising rights and obligations arising from the company's transactions, representing the company as a plaintiff, defendant, or person with related interests and obligations before Arbitrators and Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The Company's legal representative must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

In case the authorization expires and the Company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative

within the authorized scope until the Company's legal representative returns to work, or until the Board of Directors decides to appoint a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors shall appoint a replacement.

Powers and obligations of the legal representative: In addition to being responsible in accordance with the Law, the legal representative has the following powers and obligations:

1. For the Chairman of the Board of Directors, implement in accordance with Clause 3, Article 29 of this Charter;

2. For the General Director, implement in accordance with Clause 4, Article 35 of this Charter.

III. OBJECTIVES, BUSINESS SCOPE, AND OPERATION OF THE COMPANY

Article 4. Operational objectives of the Company

1. The Company's main business lines are: Planting, exploiting, processing, and trading rubber latex and products from rubber latex; planting, harvesting, processing, and trading products of fruit trees, coffee; short-term agricultural crops, and other business lines specified in Article 5 of this Charter.

2. Operational objectives of the Company:

a) The Company is established to carry out production and business activities aimed at maximizing profits for shareholders, creating stable employment for workers, contributing to the State Budget, and developing the Company on the basis of self-accumulation and reinvestment to make the Company increasingly strong.

b) Through its activities, the Company contributes to bringing high economic efficiency to society, improving working conditions, and raising the income and living standards of workers in the Company;

c) Combining production and business development, investment in economic development with the tasks of maintaining security, politics, national defense, and supporting social security;

d) Financial investment in other enterprises, profitable business; preserving and developing capital, creating profits for shareholders.

Article 5. Business scope and operation of the Company

The Company is permitted to conduct business activities in accordance with the business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.

No.	Industry name	Industry code
-----	---------------	---------------

1	Rubber tree cultivation	0125 (Main)
2	Cultivation of corn and other cereal crops	0112
3	Cultivation of starchy root crops	0113
4	Cultivation of oil-bearing seed crops	0117
5	Cultivation of vegetables, various beans, and flowers	0118
6	Cultivation of other annual crops	0119
7	Fruit tree cultivation	0121
8	Cultivation of oil-bearing fruit trees	0122
9	Cashew cultivation	0123
10	Pepper cultivation	0124
11	Coffee cultivation	0126
12	Tea cultivation	0127
13	Cultivation of perennial spices, medicinal plants, and aromatic plants	0128
14	Propagation and care of annual seedlings	0131
15	Propagation and care of perennial seedlings	0132
16	Buffalo and cattle farming and buffalo and cattle breeding	0141
17	Goat, sheep farming and goat, sheep, deer, and stag breeding	0144
18	Mixed farming and livestock	0150
19	Cultivation service activities	0161
20	Livestock service activities	0162
21	Post-harvest service activities	0163
22	Seed processing for propagation	0164
23	Afforestation, forest care, and forestry seedling nursery	0210
24	Processing and preservation of vegetables and fruits	1030
25	Production of animal, poultry, and aquatic feed	1080
26	Sawing, planing, and wood preservation	1610
27	Production of plywood, veneer, and other thin boards	1621
28	Production of wooden construction products	1622
29	Production of wooden packaging	1623
30	Manufacture of other products of wood; manufacture of products of straw, plaiting materials and other plaiting	1629

	materials	
31	Manufacture of fertilizers and nitrogen compounds	2012
32	Manufacture of other rubber products	2219
33	Manufacture of other ceramic products	2393
34	Repair of machinery and equipment	3312
35	Repair of electrical equipment	3314
36	Water collection, treatment and supply	3600
37	Construction of road projects	4212
38	Maintenance and repair of motor vehicles and other motor vehicles	4520
39	Wholesale of agricultural and forestry raw materials (except wood, bamboo, rattan) and live animals	4620
40	Wholesale of rice, wheat, other cereal grains, and flour	4631
41	Wholesale of food	4632
42	Wholesale of agricultural machinery, equipment and spare parts	4653
43	Other specialized wholesale not elsewhere classified	4669
44	Urban bus passenger transport	4921
45	Suburban and inter-provincial bus passenger transport	4922
46	Other bus passenger transport	4929
47	Urban and suburban road passenger transport (except bus transport)	4931
48	Other road passenger transport	4932
49	Road freight transport	4933
50	Warehousing and storage of goods	5210
51	Cargo handling	5224
52	Service activities incidental to land transportation	5225
53	Short-term accommodation services	5510
54	Restaurants and mobile food service activities	5610
55	Event catering activities	5621
56	Other food service activities	5629
57	Beverage serving activities	5630
58	Real estate activities with own or leased property	6810
59	Travel agency activities	7911

60	Tour operator activities	7912
61	Reservation service and related activities	7990
62	Creative, arts and entertainment activities	9000
63	Sports activities	9311
64	Sauna, massage and similar health enhancement services (excluding sports activities)	9610
65	Wedding service activities	9633

Article 6. Organization of the Communist Party of Vietnam and socio-political organizations in the Company

1. The organization of the Communist Party of Vietnam in the Company is formed and operates in accordance with the Constitution, the law, and the Charter of the Communist Party of Vietnam.

2. Other socio-political organizations in the Company are formed and operate in accordance with the Constitution, the law, and the Charters of such socio-political organizations in compliance with the provisions of the law.

3. The Company creates favorable conditions regarding facilities, time, and other necessary conditions for members of Party organizations and socio-political organizations to carry out their activities fully in accordance with the provisions of the law, the Charter, and the internal rules of those organizations.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 7. Charter capital, shares, founding shareholders

1. The Company's charter capital is 1,558,000,000,000 VND (One thousand five hundred fifty-eight billion VND);

1.1 The total charter capital of the Company is divided into 155,800,000 shares with a par value of 10,000 VND/share. The State shareholder holds a share ratio of over 75%.

1.2 The ownership ratio of foreign investors in the Company is a maximum of 0% of the charter capital.

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

3. The Company's shares as of the date of adoption of this Charter include common 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. Shareholder: The Company's shareholders are common shareholders, there are no founding shareholders (Because the Company was equitized from Dak Lak Rubber One Member Limited Liability Company).

Common shares must be prioritized for offering to existing shareholders in proportion to their ownership ratio of common shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to buy will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others on conditions no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders decides otherwise or the securities law provides otherwise.

6. The Company may purchase shares issued by the Company itself in the manners specified in this Charter and current law.

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

Article 8. Share certificates

1. The Company's shareholders are issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security certifying the legal rights and interests of the owner to a portion of the issuing organization's share capital. The share certificate 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 submitting the full dossier requesting the transfer of share ownership in accordance with the Company's regulations or within 30 days from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan (or other time limit as specified in the issuance terms), the share owner shall be issued a share certificate. The share owner is not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in other forms, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

a) Information about the share certificate that has been lost, damaged, or destroyed in other forms;

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

Article 9. Other securities certificates

52
TV
AI
SL
AI
ST

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

Article 10. Share transfer

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on the Stock Exchange are 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 or enjoy related benefits such as the right to receive dividends, the right to receive additional shares issued from the increase of share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, management, and control structure

1. The Company's organizational, management, and control structure includes:

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Audit Committee (Under the Board of Directors);
- d) General Director, Deputy General Directors, and Chief Accountant.

2. The assisting apparatus includes professional departments, divisions, and sections.

3. During the operation, the organizational, management, control structure, and assisting apparatus of the Company may be changed to suit the requirements of production and business activities.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Common 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 other forms as prescribed by the Company's Charter and the law. Each common share has one vote;

b. To receive dividends at the level decided by the General Meeting of Shareholders;

c. To be prioritized to purchase new shares in proportion to the ownership ratio of common shares of each shareholder in the Company;

d. To freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and relevant provisions of the law, as well as Clause 1, Article 10 of this Charter;

e. To review, search, and extract information about names and contact addresses

in the list of voting shareholders; to request correction of their inaccurate information;

f. To review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to the share ownership ratio in the Company, after the Company has paid its debts (including debt obligations to the state, taxes, fees) and paid to shareholders holding other types of shares of the Company in accordance with the law;

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

m. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations, and benefits. In case the Company has types of preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

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

o. Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning from five (05)% of the total common shares or more 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, Article 115 and Article 140 of the Law on Enterprises;

b. To review, search, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, 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 or business secrets;

c. To request the Board of Directors to direct the Audit Committee to inspect specific issues related to the management and operation of the Company's activities when deemed necessary. The request must be in writing and include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, contact address for institutional shareholders; number of shares and ownership ratio in the total shares of each shareholder, total number of shares of the entire group of shareholders as well as the ownership ratio in

the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d. To 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 no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share owned by the shareholder, and the issue proposed to be included in the meeting agenda;

e. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning from ten (10)% of the total common shares or more have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors is carried out as follows:

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

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

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. To pay for the committed number of shares in full and on time.

2. Not to withdraw capital contributed by common shares from the Company in any form, except in cases where 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, that shareholder and related persons in the Company shall be jointly and severally liable for the Company's debts and other asset obligations within the value of the withdrawn shares and damages incurred.

3. To comply with the Company's Charter and Internal Management Regulations.

4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential information provided by the Company in accordance with the Company's Charter and the law; to use provided information only to exercise and protect their legal rights and interests; it is strictly forbidden to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:

- a. Attending and voting/electing directly at the meeting;
- b. Authorizing other individuals or organizations to attend and vote/elect at the meeting;
- c. Attending and voting/electing through online conferences, electronic voting, or other electronic forms;
- d. Sending voting/election ballots to the meeting via mail, fax, or email; electronic voting or other electronic forms;

7. To take personal responsibility when acting in the name of the Company in any form to commit one of the following acts:

- a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying debts that are not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by 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 General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. Unless the Company's Charter provides otherwise, the Board of Directors decides to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding six (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 venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam. The General Meeting of Shareholders may meet online in case of force majeure events such as widespread natural disasters or epidemics.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on issues in accordance with the law and the Company's Charter, especially approving the audited annual financial statements. In case the Company's annual financial statement audit report contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the approved auditing organization are 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 Company's interests;
- b. The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises and Point a, Clause 2, Article 12 of this Charter; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and have sufficient signatures of the related shareholders or the request document must be made in multiple copies and collect sufficient signatures of the related shareholders;
- d. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors is as specified in Point b, Clause 3 of this Article or upon receiving the request specified in the point of Clause 3 of this Article.

b. The Board of Directors must notify in case of no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors;

c. In case the Board of Directors does not convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to represent the company to convene the General Meeting of Shareholders in accordance with this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company.

d. Procedures for organizing the General Meeting of Shareholders as prescribed in 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 Company's development orientation;
- b. To decide on the type of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend level for each type of share;
- c. To elect, dismiss, or remove members of the Board of Directors;
- d. To decide on investment or sale of assets valued at thirty-five (35)% or more

of the total asset value recorded in the Company's most recent financial statement;

- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve annual financial statements;
- g. To decide on the repurchase of over ten (10)% of the total sold shares of each type;
- h. To review and handle violations by members of the Board of Directors that cause damage to the Company and the Company's shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Audit Committee;
- k. To approve/amend/supplement the Company's Internal Governance Regulations; Board of Directors Operation Regulations; Audit Committee Operation Regulations;
- l. To approve the list of approved auditing companies; to decide on the approved auditing company to inspect the Company's operations;
- m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. Report 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. Report of the General Director on production and business results;
- e. Report of the Audit Committee on the Company's business results and the performance results of the Board of Directors and the General Director;
- f. Self-assessment report on the performance results of the Audit Committee and members of the Audit Committee;
- g. Dividend level for each share of each type;
- h. Number of members of the Board of Directors;
- i. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Audit Committee;
- j. Approval of the list of approved auditing companies; decision on the approved auditing company to inspect the company's operations when deemed necessary;
- k. Supplementation and amendment of the Company's Charter;
- l. Type of shares and the number of shares of each type to be issued for each



type of share and the transfer of shares of founding members within the first 03 years from the date of establishment;

- m. Division, separation, consolidation, merger, or conversion of the Company;
 - n. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - o. Decide on investment or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent Financial Statements;
 - p. Decide on the repurchase of over ten percent (10%) of the total sold shares of each type;
 - q. Decide on the Company's execution of contracts and transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the Company's total assets recorded in the most recent financial statements;
 - r. Approve 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;
 - t. Approve the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors;
 - s. Other matters in accordance with the provisions of the law and this Charter.
3. All resolutions and matters included in the meeting agenda shall be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. A shareholder shall be considered to attend and vote at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a ballot to the meeting via mail, fax, or email.

2. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend via one of the following specific forms:

- a) For individual shareholders, they may only authorize one other individual or organization to attend the meeting;
- b) For institutional shareholders holding less than ten percent (10%) of the total voting shares, they may authorize a maximum of three (3) other individuals or

organizations; for those holding from ten percent (10%) to less than fifty percent (50%) of the total voting shares, they may authorize a maximum of three (3) other individuals or organizations to attend the meeting; for organizations holding fifty percent (50%) or more of the total voting shares, they may authorize a maximum of five (5) other individuals or organizations to attend the meeting.

3. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as specified in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with 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 the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. In case of re-authorization, the meeting attendee must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

4. The ballot/vote of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following cases occurs:

- a) The authorizer has died, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizer has revoked the appointment of authorization;
- c) The authorizer has revoked the authority of the person performing the authorization.

This provision shall not apply if 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 to rights

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

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights mentioned above shall only be valid when there

are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If there is an insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next thirty (30) days, and those holding shares of that class (regardless of the number of owners and the number of shares) present in person or via authorized representative shall be considered to constitute the required number of voting delegates. At the meetings of shareholders holding the aforementioned preference shares, those holding shares of that class present in person or via representative may request a secret ballot. Each share of the same class shall have 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 18, 19, and 20 of this Charter.

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

Article 18. Convening meetings, meeting agenda, and notice of invitation to 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 attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;

b. Prepare the agenda and content of the General Meeting of Shareholders;

c. Prepare documents for the General Meeting of Shareholders;

d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e. Determine the time and location for holding the General Meeting of Shareholders;

f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g. Other tasks serving the General Meeting of Shareholders.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously disclosed on the Company's website 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 invitation to all shareholders on the List of shareholders entitled to attend at least twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not attached to the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to the entire 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;
- c) Ballot/vote;
- d) Draft resolution for each matter on the meeting agenda.

4. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to propose matters 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 three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of share held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; the quantity and type of shares held by that shareholder, and the matter proposed to be included in the meeting 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 proposal is sent incorrectly according to the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% (five percent) of common shares as specified in Clause 2, Article 12 of this Charter;
- c) The proposed matter 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 proposal specified in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be 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 the number of shareholders attending represents more than fifty percent (50%) of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct as specified in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents thirty-three percent (33%) or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as specified in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending and the percentage of voting shares represented by the total shareholders attending.

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

1. Before opening the meeting, the Company must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend the meeting have registered, following the sequence below:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the Meeting, the number of cards in favor of the resolution shall be collected first, the number of cards against the resolution shall be collected later, and finally, the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before closing the meeting. The Meeting shall elect those responsible for counting votes or supervising vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Meeting Chairperson;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting for late-arriving shareholders to register, and the validity of the contents already voted/elected before that shall not change.

2. The election of the Chairperson, secretary, Committee for checking shareholder/delegate status, and Vote counting committee shall be 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 unable to work, the remaining members of the Board of Directors shall elect one of them to act as the meeting chairperson by majority rule. In case no chairperson can be elected, the Chairperson of the Audit Committee shall preside so that the General Meeting of Shareholders can elect a meeting chairperson from among those present, and the person with the highest number of votes shall act as the meeting chairperson;

b) Except for the case specified in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect a meeting chairperson, and the person with the highest number of votes shall act as the meeting chairperson;

c) The Chairperson shall appoint one or more people to act as meeting secretary; the Committee for checking shareholder/delegate status shall serve the meeting;

d) The General Meeting of Shareholders shall elect one or more people to the vote counting committee as proposed by the meeting chairperson.

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

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

a) Arrange seating at the location of the General Meeting of Shareholders;

b) Ensure safety for everyone present at the meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) 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 be issuing entry passes or using other selection forms.

175.
IG'
PH.
O S
Li
IUG

5. Shareholders or authorized persons attending 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 already voted on before that shall not change.

6. 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 legal and reasonable security measures;

b) Require competent authorities to maintain order at the meeting; expel those who do not comply with the chairperson's right to preside, intend to disrupt order, prevent the normal progress of the meeting, or do not comply with security inspection requirements from the General Meeting of Shareholders.

7. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of three (03) working days from the intended opening date, and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) Communication facilities at the meeting location 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 will not be conducted fairly and legally.

8. In case the chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson and preside over the meeting until it ends; all resolutions passed at that meeting shall be effective for implementation.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms in accordance with current legal provisions.

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

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

a. Class of shares and total number of shares of each class;

- b. Change of business lines and sectors;
- c. Change of the Company's management organizational structure;
- d. Investment project or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization, dissolution of the Company;
- f. Extension of the Company's operation;

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

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the meeting and passing that resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on the following matters:

- a. Amendment and supplementation of the Company's Charter;
- b. Approval/amendment/supplementation of the Internal Regulations on Corporate Governance; Operating Regulations of the Board of Directors;
- c. Company development orientation;
- d. Class of shares and total number of shares of each class;
- e. Election, dismissal, removal of members of the Board of Directors;
- f. Investment project or sale of assets valued at equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements;
- g. Approval of annual financial statements;
- h. Reorganization, dissolution of the Company;
- i. Change of business lines and sectors;
- j. Change of the Company's management organizational structure;

329-C
IV
AN
SU
IK
1-10W

k. Other matters when deemed necessary for the Company's interest.

2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the opinion collection ballot. The requirements and methods for sending the opinion collection ballot and attached documents shall be implemented according to the provisions in Clause 3, Article 18 of this Charter.

3. The opinion collection ballot must contain the following main contents:

a. Name, head office address, enterprise code;

b. Purpose of opinion collection;

c. Full name, contact address, nationality, legal identification document number of the individual for individual shareholders; name, enterprise code or legal identification document number of the organization, head office address for institutional shareholders, or full name, contact address, nationality, legal identification document number of the individual for the representative of the institutional shareholder; quantity of shares of each type and number of voting shares of the shareholder;

d. Matter requiring opinion collection to pass a decision;

e. Voting options including in favor, against, and abstaining for each matter requiring opinion collection;

f. Deadline for sending the answered opinion collection ballot back to the Company;

g. Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send the answered opinion collection ballot to the Company by mail, fax, or email according to the following provisions:

a) In case of sending by mail, the answered opinion collection ballot must have the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection ballot sent to the Company must be placed in a sealed envelope and no one has the right to open it before vote counting;

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

c) Opinion collection ballots sent to the Company after the deadline specified in the content of the opinion collection ballot, or those that have been opened in case of sending by mail, or disclosed in case of sending by fax or email, shall be invalid. Opinion collection ballots not sent back shall be considered as not participating in voting.

5. The Board of Directors shall count the votes and prepare a vote counting

report under the witness of the Audit Committee or a shareholder not holding a management position in the Company. The vote counting report must contain the following main contents:

- a. Name, head office address, enterprise code;
- b. Purpose and matters requiring opinion collection to pass a resolution;
- c. Number of shareholders with the total number of voting/election shares that participated in voting/electing, in which valid voting/election ballots and invalid voting/election ballots are distinguished, and the method of sending voting/election ballots, accompanied by an appendix of the list of shareholders participating in voting/electing;
- d. Total number of votes in favor, against, and abstaining for each matter, total number of election votes for each candidate (if any);
- e. Matter passed and the corresponding passing voting percentage;
- f. Full name and signature of the Chairperson of the Board of Directors, vote counter, and vote counting supervisor.

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 report; jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting report and resolution must be sent to shareholders within fifteen (15) days from the date of finishing vote counting. Sending the vote counting report and resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of finishing vote counting.

7. Answered opinion collection ballots, vote counting reports, passed resolutions, and related documents sent with the opinion collection ballot must all be kept at the Company's head office.

8. A resolution passed in the form of collecting shareholders' opinions in writing shall be valid if approved by shareholders owning over fifty percent (50%) of the total voting shares of all shareholders with voting rights, and shall have the same value as a resolution passed at the 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 recorded by audio or video and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a. Name, head office address, enterprise code;
- b. Time and location of the General Meeting of Shareholders;
- c. Meeting agenda and meeting content;

- d. Full name of the chairperson and secretary;
- e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with corresponding number of shares and number of votes;
- g. Total number of voting shares for each voting matter, in which the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining are clearly stated; corresponding percentage of the total voting shares of shareholders attending the meeting;
- h. Summary of election votes for each candidate (if any);
- i. Matters passed and the corresponding passing voting percentage;
- j. Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and passed before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall be applied.

4. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, power of attorney to attend the meeting, all documents attached to the minutes (if any), and related documents attached to the notice of invitation must be kept at the Company's head office.

The resolution, minutes of the General Meeting of Shareholders, and documents attached to the minutes and resolution must be disclosed in accordance with the law on information disclosure in the securities market.

Article 24. Request to cancel a resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of collecting opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has 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 order 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 specified in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

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

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least ten (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. A candidate for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing duties honestly and carefully for the highest interest of the Company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management titles (including Board of Directors titles of other companies);
- e. Interests related to the Company and related parties of the Company;
- f. Other information (if any) as prescribed in the Company's Charter;

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03)

candidates; from forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates; from fifty percent (50%) to less than sixty-five percent (65%) may nominate a maximum of five (05) candidates; from sixty-five percent (65%) or more may nominate a maximum of seven (07) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by 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 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 standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The number of members of the Board of Directors is from seven (07) to nine (09) people.

2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In case all members of the Board of Directors end their term 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 composition of the Board of Directors is as follows:

The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company shall limit the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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 do not necessarily have to be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

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

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

a. Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. Recommend the class of shares and total number of shares of each class authorized to be offered;

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

d. Decide on the selling price of the Company's shares and bonds;

e. Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. Decide on investment plans and investment projects within the authority and limits prescribed by law;

g. Decide on solutions for market development, marketing, and technology;

h. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i. Elect, dismiss, remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director, Deputy General Director, Chief Accountant; Chairperson/Vice Chairperson of the Audit Committee and members of the Audit Committee, Person in charge of corporate governance, and other key managers; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, decide on the remuneration level and other benefits of those people. Appoint, dismiss, remove the Chairperson, General Director (Director), Controller of subsidiaries 100% owned by Dakruco.

j. Approve for the General Director to decide on planning, appointment, reappointment, resignation, dismissal, removal, transfer, rotation, commendation, and discipline for Heads/Deputy Heads of Company departments; Directors, Deputy

001
ON
OP
AC
AK
4TH

Directors, and Chief Accountants of the Company's dependent units;

k. Organize internal audit activities and decide on the establishment of the Company's internal audit unit (if any);

l. Supervise and direct the General Director and other managers in the daily business operations of the Company;

m. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution, purchase of shares of other enterprises;

n. Approve the agenda and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;

o. Submit audited annual financial statements to the General Meeting of Shareholders;

p. Recommend the dividend level to be paid; decide on the time and procedures for paying dividends or handling losses arising during business operations;

q. Recommend the reorganization, dissolution of the Company; request bankruptcy of the Company;

r. Decide on the issuance of the Operating Regulations of the Board of Directors, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors (if any), Regulations on information disclosure of the company;

s. Require the General Director, Deputy General Director, and other managers in the company to provide information and documents on the financial situation and business operations of the company and units within the company;

t. The requested manager must provide information and documents promptly, fully, and accurately as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specifically prescribed in the Operating Regulations of the Board of Directors;

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

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with current legal provisions.

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 tasks of a member of the Board of Directors and the daily remuneration level. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be 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 normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or 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, accommodation, and other reasonable expenses they have incurred while performing their duties as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, the Audit Committee, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

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 its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a. To prepare the work programs and plans of the Board of Directors;
- b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c. To organize the approval of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;

1552
STY
HÃ
SL
LÃ
101

- e. To chair meetings of the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or the date of dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, absconds from his/her place of residence, has his/her civil act capacity limited or lost, has difficulty 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 of them to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (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 with the highest number of votes or the highest voting ratio. In case there is more than one member with the same highest number of votes or voting ratio, the members shall elect one of them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once (01) per quarter and may hold extraordinary meetings (for extraordinary meetings, the Board of Directors may collect opinions in writing).

2.1. General principles: The Board of Directors (BOD) performs its functions, duties, and powers primarily through regular and extraordinary meetings as prescribed in Article 157 of the 2020 Law on Enterprises. A BOD meeting is a formal, mandatory activity format that ensures the collectivity, democracy, transparency, and accountability of BOD members.

2.2. Scope of application for written opinion collection: Collecting opinions of BOD members in writing shall only be applied in specific cases involving the direction and administration of the regular production and business activities of the Executive Board, which fall under the decision-making authority of the BOD; or for handling urgent issues arising between two BOD meetings that do not fall under the category of contents required to be submitted to the General Meeting of Shareholders.

3. The Chairman of the Board of Directors shall convene a meeting of the Board

of Directors in the following cases:

a) At the request of the Chairman of the Audit Committee or an independent member of the Board of Directors;

b) At the request of the General Director or at least five (05) other managers;

c) At the request of at least two (02) members of the Board of Directors;

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

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Chairman of the Board of Directors fails to convene the meeting as requested, he/she shall be liable for any damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene 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 shall send a meeting invitation at least three (03) working days before the meeting date. The invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The invitation must be accompanied by documents used at the meeting and the member's ballot. The invitation to the Board of Directors meeting may be sent by invitation letter, telephone, fax, or electronic means, ensuring it reaches 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 convener shall send the meeting invitation and accompanying documents to the members of the Audit Committee in the same manner as to the members of the Board of Directors.

Members of the Audit Committee have the right to attend meetings of the Board of Directors when invited or when there are relevant contents; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members are present. In case the meeting convened according to this Clause does not have enough members present as prescribed, it shall be reconvened within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend 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 a ballot to the meeting via mail, fax, or email;

10. In case of sending a ballot to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballot shall only be opened in the presence of all attendees.

11. Voting

a. Except as provided in Point b, Clause 11 of this Article, each member of the Board of Directors or authorized person in accordance with Clause 9 of this Article directly present in person at the meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum of members present to hold a meeting of the Board of Directors regarding decisions on which that member is not entitled to vote;

c. Pursuant to Point d, Clause 11 of this Article, when an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily relinquish their voting right, the decision of the chair shall be final, unless the nature or scope of the interest of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as specified in Point a and Point b, Clause 6, Article 42 of this Charter shall be considered to have a significant interest in that contract;

e. Members of the Audit Committee have the right to attend meetings of the Board of Directors, have the right to discuss, but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein shall be responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of such contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after they become aware that they have or will have an interest in the aforementioned transaction or contract.

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

of the Board of Directors.

14. A resolution or decision of the Board of Directors is passed if approved by a majority of the members present; in case of a tie, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

15. Meetings of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

- a. Hear each other member of the Board of Directors participating in the meeting speak;
- b. Speak to all other participating members simultaneously.

Communication between members may take place directly via telephone or other information communication means (including the use of such means at the time of adopting this Charter or later) or a combination of all these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting held in accordance with this provision is the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location where the chair of the meeting is present.

16. The Board of Directors has the right to collect opinions of members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing issues falling under the authority of the Board of Directors in Clause 2, Article 27 of this Charter.

A resolution in the form of written opinion collection is passed based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

17. Meetings of the Board of Directors must be recorded in minutes and may be recorded, filmed, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language (if necessary), containing the main contents prescribed in Article 158 of the Law on Enterprises. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work performed at those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting must be signed by the chair and the secretary of the meeting; the chair and the secretary of the meeting shall be responsible for the truthfulness and accuracy of the content of the minutes. The minutes of the Board of Directors meeting and the documents used in the meeting must be stored at the headquarters of the Corporation.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors,

with a minimum of three (03) people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only effective when approved by a majority of the members present and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees 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 32. Person in charge of corporate governance

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

2. The person in charge of corporate governance shall not concurrently work for an approved audit organization that is auditing the Company's financial statements.

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

a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b. To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders at the request of the Board of Directors, the Audit Committee, or a group of shareholders.

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f. To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Audit Committee;

g. To supervise and report to the Board of Directors on the Company's information disclosure activities;

h. To act as a contact point with related parties;

i. To maintain confidentiality of information in accordance with legal regulations and the Company's Charter;

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

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management organizational structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, from 02 to 03 Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Business Executives

1. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with quantities and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Business executives shall be responsible for supporting the Company in achieving the objectives set out in its operations and organization.

2. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of executives shall be 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 35. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; manages the business plan according to objectives and plans consistent with the Charter and resolutions and decisions of the General Meeting of Shareholders or the Board of Directors; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed five (05) years, in accordance with the term of the BOD, and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

- a. To decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
- b. To organize the implementation of resolutions and decisions of the Board of Directors;
- c. To organize the implementation of the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- d. To propose the organizational structure and internal management regulations of the Company;
- e. To appoint, dismiss, and remove management positions in the Company, except for positions falling under the authority of the Board of Directors;
- f. To decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g. To recruit employees;
- h. To propose plans for dividend payment or handling of business losses;
- i. Other rights and obligations as prescribed by law, the Company's Charter, Internal Regulations on Corporate Governance, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting agree, and appoint a new General Director as a replacement.

IX. AUDIT COMMITTEE

Article 36. Composition of the Audit Committee

1. The Audit Committee shall have 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors; the Audit Committee may use full-time staff to assist in its work.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of the law and the Company's operations, and shall not fall into the following cases:

- a) Working in the Company's accounting department;
- b) Being a member or employee of an audit organization approved to audit the Company's annual financial statements in the 03 consecutive years prior to that.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, etc.

4. The appointment of the Chairman of the Audit Committee and its members

must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Operating principles of the Audit Committee

1. The Audit Committee reports directly to the Board of Directors and shall not be interfered with in the performance of its duties to ensure the Company complies with all legal regulations.

2. Members of the Audit Committee perform their work in compliance with legal regulations and relevant provisions; they shall not participate in activities that affect the Company's reputation.

3. Members of the Audit Committee must be honest and shall not be influenced or controlled by anyone in reaching their conclusions.

4. Members of the Audit Committee shall not disclose provided information unless required by law.

Article 38. Rights and obligations of the Audit Committee

1. To supervise the truthfulness of the Company's financial statements and official announcements related to the Company's financial results;

2. To review the internal control and risk management system;

3. To review transactions with related parties falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;

4. To supervise the Company's internal audit department;

5. To recommend an independent audit firm, remuneration levels, and related terms in the contract with the audit firm for the Board of Directors to approve before submitting to the annual General Meeting of Shareholders for approval;

6. To monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services from the audit firm;

7. To supervise to ensure the Company complies with legal regulations, requirements of regulatory agencies, and other internal regulations of the Company.

8. To have the right to access documents related to the Company's operations; to branches, workplaces, and business locations of the Company; to exchange with other members of the Board of Directors, the General Director, and employees to collect information serving the activities of the Audit Committee.

9. To have the right to request representatives of the independent audit firm to attend and answer issues related to financial statements at meetings of the Audit Committee.

10. To be entitled to use legal consulting services and other consulting services

0017:
ÔNG
S PH
AO
AKI
17HUI

when necessary.

11. To develop and submit to the Board of Directors risk management policies, and propose to the Board of Directors solutions to handle risks arising in the Company's operations.

12. To report in writing to the Board of Directors when discovering that members of the Board of Directors, the General Director, business executives, and other managers do not fully perform their responsibilities as prescribed by the Law on Enterprises, the Company's Charter, and the Company's internal regulations.

13. To develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

14. Members of the Audit Committee are entitled to attend meetings of the BOD.

15. Other rights and obligations as prescribed by law, the Company's Charter, and the Company's internal management regulations.

Article 39. Meetings of the Audit Committee

1. The Audit Committee must meet at least once every three (3) months and must meet with the Board of Directors at least once every six (6) months.

2. The Audit Committee passes decisions by voting at meetings, collecting written opinions, or other forms decided by the Chairman of the Audit Committee. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are passed if approved by a majority of the members present. In case of a tie, the issue shall be submitted to the Board of Directors for consideration and decision.

3. Minutes of meetings and minutes of opinion collection of the Audit Committee must be prepared in detail, clearly, and must be fully stored.

4. The Audit Committee has the right to propose organizing meetings with the Board of Directors to resolve issues falling under the rights and obligations of the Audit Committee and other related issues according to the Operating Regulations of the Audit Committee. The Board of Directors decides the content, time, and method of organizing meetings of the Board of Directors with the Audit Committee.

5. The Audit Committee has the right to organize meetings with the General Director and business executives to hear reports, explanations, or to discuss and exchange on contents requested by the Audit Committee within the scope of the rights and obligations of the Audit Committee.

Article 40. Coordination between the Audit Committee and the Board of Directors and General Director

1. The Audit Committee is responsible for developing and submitting to the Board of Directors the Internal Audit Regulations, internal audit processes, and annual internal audit plans.

2. The Audit Committee is responsible for responding within five (5) working

days from the date of receiving requests from the Board of Directors related to the obligations and activities of the Audit Committee.

3. The Audit Committee is responsible for reporting five (5) days before the date scheduled for the meeting between the Audit Committee and the General Director and business executives.

4. The General Director directs and urges business executives and affiliated departments/divisions (including subsidiaries) to coordinate in providing information and responding to requests of the Audit Committee.

5. The General Director directs and urges the implementation of remedial activities and the completion of issues of the Company that have been concluded and recommended by the Audit Committee.

6. The Board of Directors is responsible for resolving contradictions and conflicts (if any) between the Audit Committee and the General Director and business executives of the Company.

Article 41. Operating budget of the Audit Committee

1. The annual operating budget of the Audit Committee is allocated by the Board of Directors and is included in the operating budget of the Board of Directors approved by the General Meeting of Shareholders. Remuneration and allowances for members of the Audit Committee are decided by the Board of Directors based on the Resolution of the GMS.

2. Operating expenses of the Audit Committee and remuneration of members of the Audit Committee shall be reported to the Board of Directors and the General Meeting of Shareholders in accordance with the law.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, honestly and carefully for the interests of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Audit Committee, 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, members of the Audit Committee, the General Director, other managers, and their related persons shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Audit Committee, the

General Director, and other managers are obligated to notify the Board of Directors and the Audit Committee in writing of transactions between the Company, its subsidiaries, and other companies controlled by the Company with over fifty percent (50%) of charter capital with themselves or 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 disclose information about these resolutions in accordance with securities laws on information disclosure.

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

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

6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, 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 thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of members of the Board of Directors who have no related interests;

b) For transactions with a value greater than thirty-five percent (35%) or transactions leading to a transaction value arising within twelve (12) months from the date of the first transaction of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, 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 have no related interests.

c) Loan contracts, transactions, or asset sales with a value greater than ten percent (10%) of the total asset value recorded in the most recent financial statements between the company and a shareholder owning fifty-one percent (51%) or more of the total voting shares or a related person of that shareholder have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 43. Liability for damages and compensation

1. Members of the Board of Directors, members of the Audit Committee, the

General Director, and other executives who violate their obligations, duties of honesty and care, or fail to fulfill their obligations shall be liable for damages caused by their violations.

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

3. Compensation costs include judgment costs, fines, and amounts actually paid (including attorney fees) or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 44. Right to inspect books and records

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

a) Common shareholders have the right to examine, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information; to examine, look up, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning five percent (5%) or more of the total common shares have the right to examine, look up, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, 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.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives have the right to inspect the Company's share register, list of shareholders, and 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 store this Charter and its amendments and supplements,

the Business 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 Audit Committee, annual financial statements, accounting books, and other documents as prescribed by law at the headquarters or another location, provided that 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.

XII. EMPLOYEES AND LABOR UNION

Article 45. Employees and mass organizations

1. The General Director must prepare plans for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and business executives.

2. The General Director must prepare plans for the Board of Directors to approve issues related to the Company's relationship with mass organizations according to the best standards, practices, and management policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal regulations.

XIII. RELATIONSHIP BETWEEN THE COMPANY AND SUBSIDIARIES, ASSOCIATES, AND DEPENDENT UNITS

Article 46. Relationship between the Company and subsidiaries 100% owned by the Company.

1. Subsidiaries 100% owned by the Company include:

- a) One-member limited liability companies 100% owned by the Company;
- b) Overseas companies 100% owned by the Company.

2. The companies mentioned in Clause 1 of this Article shall be established, organized, and operated in accordance with the laws corresponding to the legal form of each type of company, the Charter of the subsidiary, and the decentralization or authorization of the Company's Board of Directors.

3. The Company is the owner of the companies mentioned in Clause 1 of this Article. The Company's Board of Directors exercises the rights and obligations of the owner towards these companies. The Board of Directors assigns the Company's General Director to exercise the rights and obligations of the owner, including:

- a) Receiving, checking, and appraising documents reported by the subsidiary to the Company to submit to the Board of Directors for approval or decision;
- b) Organizing the implementation of resolutions and decisions of the Board of Directors regarding the subsidiary;
- c) Checking, urging, and supervising the implementation of investment,

production, and business plans at the subsidiary.

4. The Company exercises the rights of the Owner towards the subsidiary in accordance with the law, the Company's Charter, and the following provisions:

- a) Deciding on establishment, objectives, tasks, and business lines; reorganization, ownership conversion, dissolution, and bankruptcy requests;
- b) Approving the Charter, amendments, and supplements to the Charter;
- c) Deciding on charter capital upon establishment and adjusting charter capital during the operation of the subsidiary;
- d) Deciding on appointing capital representatives; appointing, reappointing, dismissing, accepting resignations, rewarding, and disciplining the Chairman, General Director (Director), and Controllers/Auditors of the subsidiary;
- e) Approving strategies, production and business plans, and five (05) year and annual development investment plans of the subsidiary;
- f) Approving policies on borrowing, lending, buying, selling assets, and liquidating assets with a value equal to or greater than 10% of the parent company's equity;
- g) Approving annual financial statements, profit distribution, handling of losses, and the establishment and use of the Company's funds;
- h) Organizing supervision and evaluation of business activities and management activities of the Company according to the subsidiary's Charter;
- i) Other rights and obligations of the owner towards the subsidiary as prescribed by law and the subsidiary's Charter that are not contrary to this Charter.

5. The subsidiary mentioned in Clause 1 of this Article has the right to sign contracts and perform production, business, organizational, and personnel activities in accordance with the law.

Article 47. Relationship with subsidiaries with controlling shares or capital contributions or companies under the Company's control

1. The Company is the owner of controlling shares or capital contributions in subsidiaries with controlling shares or capital contributions. The Company's Board of Directors exercises the rights and obligations of the owner towards the Company's capital or shares in these subsidiaries through capital representatives at the companies according to the Company's Regulations on Capital Representatives.

2. The Company exercises rights and obligations towards the subsidiary mentioned in Clause 1 of this Article in accordance with the law, the Company's Charter, and the following provisions:

- a) Deciding on capital contribution and capital transfer of the Company invested in the subsidiary; exercising the rights of shareholders and capital contributors in accordance with the law and the subsidiary's Charter; being responsible for the debts

and other property obligations of the subsidiary within the scope of the capital that the Company has contributed to the subsidiary;

b) Designating representatives to exercise the rights of shareholders and capital contributors; dismissing, rewarding, and disciplining representatives; deciding on salaries, bonuses, allowances, and other benefits of representatives; evaluating representatives;

c) Requiring representatives to report periodically or extraordinarily on the investment, financial situation, efficiency of capital use, and production and business results of the subsidiary according to the Company's Regulations on Capital Representatives at other enterprises.

3. The Company assigns tasks to the Representative to decide on the following contents of the enterprise at meetings of the Board of Directors and the General Meeting of Shareholders after the Company's Board of Directors has reached an agreement:

a) Objectives, tasks, and business lines; reorganization, dissolution, and bankruptcy requests of the enterprise;

b) Charter, amendments, and supplements to the Charter of the enterprise;

c) Increasing or decreasing charter capital; timing and method of capital mobilization; types of shares and total number of shares of each type offered for sale; repurchasing over ten percent (10%) of the total shares sold of each type;

d) Nominating for election, proposing dismissal, removal, reward, and handling violations of members of the Board of Directors, Chairman of the Board of Directors, and members of the Audit Committee; Nominating for appointment, proposing dismissal, signing contracts, and terminating contracts with the General Director (Director) of the enterprise. Remuneration, salary, bonus, and other benefits of members of the Board of Directors, members of the Audit Committee, and the General Director (Director) of the enterprise; number of members of the Board of Directors, members of the Audit Committee, and Deputy General Directors (Deputy Directors) of the enterprise;

e) Strategies, production and business plans, and five (5) year development investment plans;

f) Policies on capital contribution, holding ratio, and increasing or decreasing capital of the enterprise invested in other enterprises;

g) Policies on deciding each investment project, construction, purchase, or sale of assets, or deciding on plans for liquidation or transfer of assets with a value equal to or greater than fifty percent (50%) of the enterprise's charter capital recorded in the quarterly or annual financial statements of the enterprise at the most recent time or another ratio smaller than that prescribed in the enterprise's Charter;

h) Policies on investment, purchase, sale of assets, and loan, lending, mortgage,

and pledge contracts with a value equal to or greater than fifty percent (50%) of the enterprise's charter capital recorded in the quarterly or annual financial statements of the enterprise at the most recent time or another ratio smaller than that prescribed in the enterprise's Charter;

i) Financial statements, profit distribution, establishment and use of funds, and annual dividend levels;

j) Recruitment regime; remuneration, salary, and bonus regime of the enterprise;

k) Request the Representative to report on the implementation of regular supervision, inspection, and examination of compliance with the Law; the management, use, preservation, and development of the Company's capital at the enterprise; the implementation of strategies and plans; and the evaluation of the implementation of assigned goals, tasks, operational results, and production and business efficiency;

5. The Board of Directors assigns the General Director of the Company to exercise the rights and obligations of the owner, including: Receiving, inspecting, and appraising dossiers reported by subsidiaries to the Company for submission to the Board of Directors for consideration, approval, or decision; organizing the implementation of resolutions and decisions of the Company's Board of Directors regarding subsidiaries; and inspecting, urging, and supervising the implementation of coordinated production and business plans at subsidiaries.

6. Economic relations between the Company and its subsidiaries shall be implemented through economic contracts.

Article 48. Relations between the Company and companies in which the Company holds no more than 50% of charter capital

1. Affiliated companies are companies in which the Company holds no more than fifty percent (50%) of the charter capital, established, organized, and operating in accordance with the provisions of law corresponding to the legal form of each type of such company.

2. The Company is the owner of the Company's capital portion in the enterprises mentioned in Clause 1 of this Article. The Company's Board of Directors exercises the rights and obligations of the owner of the contributed capital portion at these enterprises through the capital representative at the companies under the Regulations on the operation of the Company's capital representative at other enterprises. The Board of Directors assigns the Company's General Director to organize the appraisal of reports and proposals of the Capital Representative at the enterprise to submit to the Board of Directors for agreement, on the basis of which the Capital Representative at the enterprise exercises the rights of a shareholder or the rights of a member of the Board of Directors... in accordance with the provisions of the enterprise's Charter and the provisions of Law.

3. The rights and obligations of the Company towards Affiliated companies are specified in these Regulations and the provisions below:

00017
CÔNG
OS
CAC
ĐÃ
MATH

a) Deciding on the contribution and transfer of the Company's capital invested in the enterprise; exercising the rights and obligations of a shareholder or contributing member in accordance with the provisions of Law and the Company's Charter; taking responsibility for the debts and other property obligations of the enterprise within the scope of the capital that the Company has contributed to the enterprise;

b) Appointing an authorized Representative to exercise the rights of a shareholder or contributing member; dismissing, rewarding, and disciplining the authorized Representative; deciding on the salary, bonus, allowance, and other benefits of the authorized Representative; and evaluating the authorized Representative;

c) Requesting the authorized Representative to perform the contents assigned as prescribed in Point a of this Clause, unless the enterprise's Charter provides otherwise; and reporting periodically or unexpectedly on the investment and financial situation, efficiency of capital use, business results, and other contents of the enterprise;

d) The Company assigns the Representative to decide and take responsibility for the following contents of the enterprise at meetings of the Board of Directors and the General Meeting of Shareholders:

- Goals, tasks, and business lines;

- The Charter, and amendments and supplements to the enterprise's charter;

- Nomination for election, proposal for dismissal, removal, reward, and handling of violations of members of the Board of Directors and the Chairman of the Board of Directors; Nomination for appointment, dismissal, signing of contracts, and termination of contracts with the General Director (Director) of the enterprise. Remuneration, salary, bonus, and other benefits of members of the Board of Directors, members of the Audit Committee, and the General Director (Director) of the enterprise; and the number of members of the Board of Directors, members of the Audit Committee, and Deputy General Directors (Deputy Directors) of the enterprise;

- Investment policy, purchase and sale of assets, and loan and lending contracts; mortgage and pledge of assets or plans for liquidation and sale of assets with a value equal to or greater than fifty percent (50%) of the total asset value recorded in the most recent quarterly or annual financial statements of the enterprise or another lower ratio specified in the enterprise's Charter;

- Annual financial statements, profit distribution, appropriation and use of funds, and annual dividend rates of the enterprise.

e) Requesting the authorized Representative to report to perform regular supervision, inspection, and evaluation of the efficiency of the Company's capital use at the enterprise in accordance with the Regulations on the operation of the Company's capital representative at other enterprises;

f) Other rights and obligations as prescribed by Law.

Article 49. Relations between the Company and voluntarily affiliated companies

The Company relates to voluntarily affiliated companies through contracts or agreements on: Orientation and selection of technology; market research and development; development of planting areas, care, exploitation, and processing of rubber/other crops; investment and business cooperation in lines and trades not prohibited by law; and cooperation in scientific and technological research and human resource development.

Article 50. Relations between the Company and Dependent Units

1. Branches are dependent units of the Company that do not have their own capital and assets. All capital and assets at dependent units are owned by the Company. The Company may decentralize and authorize dependent units to perform a number of tasks in financial management. Decentralization and authorization are implemented through regulations on organization and operation issued in writing by the Company's General Director and disseminated to each dependent unit.

2. The Company implements a centralized accounting system. The business results of dependent units are reflected in the Company's annual financial statements.

3. The rights and obligations of dependent units are implemented in accordance with the provisions of law, the Company's Charter, the Internal Regulations on Corporate Governance, and other relevant regulations.

Article 51. Rights, obligations, and responsibilities of the representative of the Company's investment capital portion at other enterprises

1. To be introduced by the Company's Board of Directors to participate in the election for management and executive positions at other enterprises in accordance with the provisions of law and the Charter of such enterprise.

2. The rights, obligations, and responsibilities of the Company's capital representative are implemented in accordance with the Regulations on the operation of the Company's capital representative at other enterprises.

XIV. PROFIT DISTRIBUTION

Article 52. 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, based on the Proposal of the Company's Board of Directors, according to the following principles:

a) Annual profit after tax, after deducting reasonable expenses, shall be appropriated by the Company to a reserve fund to supplement the Company's charter capital and compensate for arising losses (if any) in accordance with the regulations. This appropriation shall not exceed five percent (5%) of the profit after tax until it equals ten percent (10%) of the Company's charter capital.

b) Other funds submitted by the Board of Directors to the General Meeting of Shareholders for annual decision based on production and business efficiency include:

- Appropriation of no more than 30% to the Development Investment Fund to be used for the purpose of expanding the enterprise's production and business, and supplementing charter capital.

- Appropriation of no more than 03 months of actual salary to establish the Reward and Welfare Fund based on the results of enterprise evaluation and classification.

- Appropriation of funds as prescribed by relevant laws;

- The remaining profit shall be distributed to shareholders in proportion to their contributed capital, except in cases where it is used to supplement charter capital or invest in projects as prescribed by the Government.

c) Depending on the Company's development investment needs in each period, the appropriation rate for the Production and Business Development Investment Fund and the reward and welfare fund to stabilize the workforce shall be proposed by the Board of Directors to the General Meeting of Shareholders for appropriate adjustment.

2. The Company shall not pay interest on dividend payments or payments related to a type of share.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that implements this decision.

4. In case dividends or other payments related to a type of share are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder has not received the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to 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 close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

XV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 53. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

Article 54. Fiscal year

The Company's fiscal year begins on January 01 of each year and ends on December 31 of each year. 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 the Enterprise Registration Certificate.

Article 55. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued and approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In case the Company has economic operations 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 agency.

XVI. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES

Article 56. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.

2. Annual financial statements must include full reports, appendices, and notes in accordance with the law on corporate accounting. Annual financial statements must reflect the Company's operational situation truthfully and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.

Article 57. Annual report

The Company must prepare and disclose an Annual Report in accordance with

the provisions of the law on securities and the securities market.

XVII. COMPANY AUDIT

Article 58. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon 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 meetings of the General Meeting of Shareholders, to receive notices and other information related to the General Meeting of Shareholders, and to express opinions at the General Meeting of Shareholders on issues related to the audit of the Company's financial statements.

XVIII. ENTERPRISE SEAL

Article 59. Enterprise seal

1. The seal includes a seal made at a seal-making facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices.

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

4. The representative of the State capital portion at the Company is entitled to use the Company's seal to send documents to the owner, which is the People's Committee of Dak Lak province, and relevant departments and sectors.

XIX. DISSOLUTION OF THE COMPANY

Article 60. Dissolution of the company

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

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) Upon revocation of the Enterprise Registration Certificate, except in cases where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of the term (including any extended term) 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 required) in accordance with regulations.

Article 61. Liquidation of the Company

1. At least six (06) months before the end of the Company's operational term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment 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 operation. From that moment, 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 expenses;
- b. Debts for salaries, severance pay, social insurance, and other benefits of employees in accordance with 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 distributed to shareholders. Preferred shares shall be given priority for payment.

XX. INTERNAL DISPUTE RESOLUTION

Article 62. Internal dispute resolution

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

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Audit Committee, the General Director, or other executives;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. 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 thirty (30) working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Audit Committee to appoint an independent expert to act as

a mediator for the dispute resolution process.

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

3. The parties shall bear their own costs related to negotiation and conciliation procedures. Payment of Court costs shall be implemented according to the Court's judgment.

XXI. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 63. Company Charter

1. Any amendment or supplement to 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 have not been mentioned in this Charter, or in case there are new legal provisions different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

XXII. EFFECTIVE DATE

Article 64. Effective date

1. This Charter consists of 22 sections and 64 articles, unanimously approved by the 2026 General Meeting of Shareholders of Dak Lak Rubber Joint Stock Company on September 24, 2026 at the Extraordinary General Meeting of Shareholders - Term II (2023-2028). This Charter replaces the Charters dated October 02, 2018, approved by the first General Meeting of Shareholders on September 29, 2018, and the amended Charter approved by the 2020 Annual General Meeting of Shareholders on June 02, 2020; amended and supplemented at the 2021 Annual General Meeting of Shareholders approved on April 29, 2021; supplemented at the 2022 Annual General Meeting of Shareholders approved on June 27, 2022; amended at the 2023 Annual General Meeting of Shareholders approved on June 20, 2023; and supplemented and amended at the 2023 Extraordinary General Meeting of Shareholders approved on November 24, 2023, and the General Meeting of Shareholders together approves the full validity of this Charter.

2. The Charter is made in 05 copies, having equal validity, and must be kept at the Company's headquarters.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

Full name and signature of the legal representative or of the founding shareholders or of the authorized representative of the founding shareholders of the

Company.

Dak Lak, September , 2026
LEGAL REPRESENTATIVE OF THE COMPANY
CHAIRMAN OF THE BOARD OF DIRECTORS

